



**U3A NETWORK NSW Inc.**

Registered No. Y 1904621

# Constitution

Registration Date 14 August 2020

# CONSTITUTION of the U3A NETWORK NSW Inc.

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# CONSTITUTION of the U3A NETWORK NSW Inc.

## 1. INTRODUCTORY

### 1.1. The Constitution

The U3A Network NSW Inc. (“the Network”) was originally incorporated in 1994, under the provisions of the *Associations Incorporation Act* (NSW) 1984. In 1997 and again in 2010 new Constitutions were adopted and subsequently amended on a number of occasions. The Network resolved by Special Resolution at its 2018 Annual General Meeting to adopt this Constitution to replace previous versions of the Constitution.

### 1.2. Date of commencement of Constitution

This Constitution comes into effect upon registration by the Registrar of Incorporated Associations.

### 1.3. Transitional provisions

Notwithstanding the adoption of this revised Constitution, decisions made by the Network or its Committee of Management (“the Committee”) under the previous Constitution, including the election of the Committee at the Annual General Meeting immediately preceding the adoption of the revised Constitution, and membership granted in accordance with the previous Constitution, continue to be of full force and effect.

### 1.4. Interpretation

The Model Rules or Constitution applicable in New South Wales pursuant to the *Associations Incorporation Regulations* from time to time shall be taken to apply in prescribed matters not explicitly addressed in this Constitution.

A “U3A” is an autonomous incorporated association which has adopted the Principles of the Network as set out in Part 2 of this Constitution.

“The Network” means the association of autonomous U3As which are members of the U3A Network NSW Inc. pursuant to Part 3 of this Constitution.

“The Committee” means the Committee of Management of the Network established under Part 5 of this Constitution.

“Electronically” in relation to the conduct of meetings means the use of technology that permits participation by and notice to members in different venues without the need to meet physically, and in the service of notices means notice given by electronic means.

“Special General Meeting” means any general meeting other than the Annual General Meeting.

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## 2. AIMS, OBJECTIVES and PRINCIPLES

### 2.1. Aims and Objectives.

The aims and objectives of the Network are:

- a) To provide information, advice, and relevant services to member U3As, and to encourage their involvement in the wider community, while recognising their autonomy.
- b) To encourage co-operation and networking between member U3As, and as far as practicable, with other U3A organisations in Australia and internationally.
- c) To support the formation of U3As within the State of New South Wales and the Australian Capital Territory.
- d) To promote the U3A movement by publicising it through various media.
- e) To represent member U3As at State and National levels.
- f) To establish and maintain links with educational and Seniors' organisations.
- g) To co-operate with and seek support from relevant sources for applied research into lifelong learning and related aspects of ageing.
- h) To do all such things as may be conducive to the attainment of these objectives.

### 2.2. Principles of the Network

[Based on the philosophy of the UK co-founder of the U3A movement, Dr. Peter Haslett.]

The principles of the Network are:

- a) To provide affordable learning opportunities for older people, using the skills and abilities of the members themselves.
- b) Those who learn shall teach and those who teach shall learn, and there shall be no distinction between the two.
- c) There shall be no qualifications for membership, and no awards, degrees or diplomas shall be given.
- d) The emphasis shall be on learning for the love of it, and shall include an emphasis on the values of making things and improving skills of all kinds.
- e) Learning shall take place in a friendly, supportive, social environment
- f) Those joining a U3A shall pay for its upkeep.
- g) There shall be no payment to any person (member or non-member) for teaching or providing a service to members except in the case of reimbursement for such expenses as travel, photocopying, etc.
- h) The curriculum of a U3A shall be determined by the needs/preferences of its members and according to the resources available to it.
- i) To be at all times, non-political and non-sectarian in our approach.

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### 3. MEMBERSHIP OF THE NETWORK

#### 3.1. Qualification for membership

3.1.1 Membership of the Network shall be open to any U3A which.

- (a) is a member of the Network at the date of adoption of this Constitution; or
- (b) on application for membership can demonstrate that it:
  - (i) has been formed at a Public Meeting and as a result of a positive vote for the establishment of a U3A; and
  - (ii) has a democratically elected executive; and
  - (iii) has adopted a constitution; or
  - (iv) is able to show that a constitution is currently in the process of being created; and
  - (v) is incorporated or is taking steps towards incorporation; and
  - (vi) adopts the Principles of the Network.

3.1.2. Membership is not restricted to the State of New South Wales or the Australian Capital Territory.

3.1.3. There shall be two classes of Member:

- (a) Full member, which is open only to a U3A that is incorporated in and is physically located in mainland New South Wales or the Australian Capital Territory, and
- (b) Associate Member, which is open to a U3A that is incorporated and/or is physically located outside New South Wales or the Australian Capital Territory.

#### 3.2. Application for membership

3.2.1. An application for membership will be made on the form prescribed by the Committee.

3.2.2. Upon receipt of the application for membership, a Membership sub-committee comprising the Vice-President, Secretary and one other member of the Committee will consider the application.

3.2.3. Applications must be considered within 28 days of receipt by the Secretary.

3.2.4. An applicant which meets the qualifications for membership will be admitted to membership on payment of the annual fee referred to in Clause 6.2.1.

3.2.5 If an application is refused, the applicant may appeal to the Network Committee for reconsideration of the application. In doing so, the applicant may introduce new material which indicates that it meets the criteria for membership.

3.2.6. The sub-committee may conduct its meetings electronically.

#### 3.3. Membership rights and liabilities

3.3.1. (a) Only a Full Member of the Network who is currently financial is entitled to all the rights, privileges, services, and other advantages of Membership

3.3.1. (b) An Associate Member shall have no voting rights or rights of representation, nor can an individual who is a member of an Associate Member be nominated as a candidate for any Committee position, but an Associate Member is otherwise entitled to access the services offered by the Network from time to time in the same manner as a full

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member provided that this does not detrimentally affect the efficient operations of the Network.

- 3.3.2. The liability of a member of the Network to contribute to the payment of the debts or liabilities of the Network, or the expenses of winding up the Network, is limited to the amount, if any, of any unpaid membership fees and other levies, fees, or contributions (if any) payable during its membership of the Network.

### **3.4. Cessation of membership**

3.4.1. A U3A ceases to be a member of the Network if that U3A:

- (a) ceases to exist; or
- (b) resigns from membership; or
- (c) is unfinancial for more than 12 months; or
- (d) is expelled from membership.

3.4.2. A U3A may resign from membership upon giving notice in writing to the Secretary, but shall not be entitled to any refund of membership fees or any other fees, levies or contributions paid for that membership year.

### **3.5. Membership Register**

The Secretary will maintain a Register of members showing the name, address, and dates of commencement and cessation of membership.

### **3.6. Resolution of internal disputes (Grievance Procedure)**

- 3.6.1. Disputes between members of the Network, or between members of the Network and the Committee, or between the Committee members, are to be referred to a Community Justice Centre or another independent mediator agreed upon by the parties to the dispute, or failing agreement nominated by the President.
- 3.6.2. Any such dispute shall be notified to the Secretary in writing and mediation shall be arranged to commence within 14 days of that notification.

### **3.7. Discipline Procedures**

- 3.7.1. Where the Committee is of the opinion that a member U3A or an individual member of a member U3A, has persistently or wilfully behaved in a manner prejudicial to the interests of the Network, the Committee may by resolution require the member U3A or the individual to show cause why the member or the individual should not be disciplined by the Committee for that behaviour.
- 3.7.2. Where the Committee passes such a resolution, the Secretary will:
- (a) advise the member of the terms of the resolution and the grounds upon which it is based; and
  - (b) give not less than 14 days' notice to the member inviting the member to be represented at and to address the Committee, and/or to make a written submission to the Committee, in response to the resolution: and
  - (c) advise that the member may present other written submissions from other members in support; and
  - (d) give notice of the time, date, and place of that meeting.

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- 3.7.3. At the meeting, the Committee will
- (a) give due consideration to those representations and submissions made by or on behalf of the member; and
  - (b) by resolution determine whether to:
    - (i) reprimand the member; or
    - (ii) suspend the member from the privileges of membership for a specified period not exceeding 6 months; or
    - (iii) expel the member from membership; or
    - (iv) take no further action.
- 3.7.4. Within 7 days of the meeting, the Secretary will notify the member in writing of the Committee's resolution, and the member's right of appeal to a special general meeting of the Network.
- 3.7.5. The member may give notice of appeal against the Committee's resolution, in writing, within 14 days of receiving the notice of the resolution by serving a notice on the Secretary.
- 3.7.6. The Committee's decision made under Clause 3.7.3 above does not take effect until the expiration of the time for exercising the right of appeal has expired, or if notice of appeal has been given, unless and until the appeal is determined.
- 3.7.7. On receiving a notice of appeal, the Secretary will convene a Special General Meeting of the Network to be held within 28 days after the date upon which the Secretary received the notice of appeal. The meeting so convened may be held electronically.
- 3.7.8. At the special general meeting convened to hear the appeal:
- (a) no other business other than the question shall be dealt with; and
  - (b) the Committee and the member shall be given the opportunity to put their respective cases; and
  - (c) after those cases have been presented, the members attending may vote:
    - (i) in support of the committee's resolution; or
    - (ii) in support of a lesser penalty, if proposed; or
    - (iii) to revoke the committee's resolution.

### **3.8. Unattached members**

- 3.8.1. The Committee may establish a category of "unattached member" for individuals who may wish to participate in the Network's activities, but who by reason of physical isolation or disability might not be able or wish to become a member of a U3A.
- 3.8.2. An unattached member will be granted individual membership upon submitting an application on the form and payment of an annual fee prescribed by the Committee, and on such other conditions as the committee may determine.
- 3.8.3. Provided that he or she is financial, an unattached member will be entitled to access the Resource Library maintained by the Network, and to attend conferences conducted by or on behalf of the Network, but will not be entitled to attend or receive notice of a meeting of the Network, or to vote at any meeting of the Network, or to stand for or nominate any other person for election to the Committee.

#### **4. GENERAL MEETINGS OF THE NETWORK**

##### **4.1. Annual General Meeting**

- 4.1.1. The Committee shall convene the Annual General Meeting of the Network within 6 months after the expiration of the Network's financial year.
- 4.1.2. The Secretary shall give not less than 21 days' notice in writing to all members of the Network of the Annual General Meeting and of the date and place and time at which it will be held, and of the business to be transacted at the meeting. The notice may be given electronically.
- 4.1.3. The business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the previous Annual General meeting and of any Special General Meeting held since that meeting.
  - (b) to receive a report from the President and such other relevant Committee members on the activities of the Network during the preceding financial year.
  - (c) to receive and consider the statement by the Treasurer which is required to be submitted to members pursuant to the *Associations Incorporation Act* (being a statement of the financial affairs of the Network).
  - (d) to declare the results of the election of the Committee.
  - (e) such other general business of which at least 21 days' notice has been given; and
  - (f) any other general business from the floor admitted at the discretion of the President.
- 4.1.4. General meetings including Annual General Meetings may be called and conducted electronically. Where a meeting is conducted electronically the rules for quorums, discussion, and voting will be adapted so as to conform to the requirements of a physical meeting, subject to allowing at least 7 days for discussion preceding the voting on any resolution, and at least 3 days for registering a vote at the conclusion of the discussion.

##### **4.2. Special General meetings**

- 4.2.1. The Committee may call a Special General meeting of the Network upon giving not less than 14 days' notice of the purpose of the meeting.
- 4.2.2. A Special General meeting may be called if at least three members of the Network request it in writing, by the Presidents of those member U3As. The request must specify the purpose of the meeting. The request may be made electronically.
- 4.2.3. Within 14 days of receiving the request, the Secretary will give not less than 14 days (or if the notice includes notice of a special resolution, then not less than 21 days) notice in writing of the Special General meeting, and of the date and place and time at which it will be held, and of the business to be transacted at the meeting.
- 4.2.4. Special General meetings may be called and conducted electronically. Where a meeting is conducted electronically, the rules for quorums, discussion, and voting will be adapted so as to conform to the requirements of a physical meeting, subject to allowing at least 7 days for discussion preceding the voting on any resolution, and at least 3 days for registering a vote at the conclusion of the discussion.

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### 4.3. Meeting procedures

- 4.3.1. Each member may nominate a Voting Delegate to represent it at an Annual General Meeting or a special general meeting, notified to the Secretary at least 24 hours before the commencement of the meeting. Only the Voting Delegate may vote at the meeting. The Voting Delegate must be a financial member of a member U3A.
- 4.3.2. No business shall be transacted at any meeting of the Network unless a quorum of Voting Delegates is present. A quorum at an Annual General meeting or a Special General meeting shall be Voting Delegates representing at least 25% of the Network membership located within New South Wales and the Australian Capital Territory, in person or on-line as appropriate for a physical or an electronic meeting.
- 4.3.3. If no quorum is present within half an hour of the specified time of a physical meeting, or within three days of the commencement of an electronic meeting, the Chairperson must:
  - (a) adjourn the meeting for at least 7 days, or
  - (b) declare that the Voting Delegates present either in person and/or on-line constitute a quorum.
- 4.3.3.1. If a quorum is not present within the next half-hour after the time fixed for an adjourned meeting, the Voting Delegates who are present and who are entitled to vote on a motion or election constitute a quorum for considering that motion or business and any subsequent motion or business at the meeting.
- 4.3.4. The President, or in his/her absence the Vice-President or another member of the Committee nominated by the President, will preside as chairperson of any General meeting of the Network.
- 4.3.5. The Committee may develop Standing Orders for the conduct of General meetings physically or electronically, which will ensure adequate opportunity for all members to participate through their Voting Delegates, orderly discussion, and voting procedures.
- 4.3.6. A resolution is passed by the Network as an ordinary resolution at a General meeting or in a postal ballot, if it is supported by more than half of the votes cast by Voting Delegates.
- 4.3.7. A resolution is passed by the Network as a Special resolution if notice has been given of the resolution not later than 21 days before the date on which the meeting or postal ballot is held, and if it is supported by at least three-quarters of the votes cast by Voting Delegates.
- 4.3.8. In the case of an equality of votes at a General meeting or a postal ballot, the chairperson is entitled to exercise a casting vote.
- 4.3.9. All votes will be cast personally, and proxy voting will not be permitted.

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### 4.4. Postal ballots

- 4.4.1. Voting by member U3As on any issue requiring an ordinary resolution or a special resolution of the Network, may be made by postal ballot.
- 4.4.2. The postal ballot will be conducted by an independent Returning Officer appointed by the Committee. A committee member may not be appointed as Returning Officer but may assist the Returning Officer if requested by that Officer to do so.
- 4.4.3. The postal ballot paper shall set out details of the resolution to be voted on.
- 4.4.4. The conduct of any ballot shall be in accordance with the provisions for postal ballots contained in the *Associations Incorporation Regulations* in force from time to time. The following provisions insofar as they do not contravene the Regulations, shall apply:
  - 4.4.4.1. A notice accompanying the ballot paper shall set out the closing date for the return of completed ballot papers (being not less than 30 days from the date upon which member U3As would be likely to have received the papers in the ordinary course of post) and the address to which they must be sent. The notice may set out arguments for and against the proposal and any relevant background information.
  - 4.4.4.2. The ballot paper shall be returned by the due date, by enclosure in a sealed envelope upon which has been endorsed the name of the member U3A, and the name and signature of the authorised Voting Delegate.
  - 4.4.4.3. Ballot papers shall be counted, and the result ascertained as though the vote was as by a poll taken at a duly convened General meeting.
  - 4.4.4.4. The result of the vote and numbers each way shall be recorded in the General Meeting minute book and announced to members within seven days of the closing of the poll. The minute shall be signed by the Returning Officer and countersigned by the President, or in his/her absence, by the Vice-President.

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### 5. MANAGEMENT OF THE NETWORK

#### 5.1. Committee of Management

Subject to Clause 5.3.1 the Committee shall comprise persons who are individual members of a member U3A, and who are elected by the membership, to manage the affairs of the Network. In doing so, the Committee may exercise all functions of the Network except those that must be exercised by a General meeting of the Network. The Committee may not rescind a resolution of a General meeting.

#### 5.2. Membership of the Committee

5.2.1. The Committee shall comprise the following persons:

- (a) The President.
- (b) The Vice-President.
- (c) The Secretary.
- (d) The Treasurer; and
- (e) Nine ordinary Committee members.

5.2.2. The President, Vice-President, Secretary and Treasurer will be elected by a vote of all member U3As.

5.2.3. Nine ordinary Committee members will be elected directly as representatives of U3As, in individual regional ballots. The regions shall comprise.

- (a) one Sydney metropolitan region; and
- (b) eight non-metropolitan regions within New South Wales (including the Australian Capital Territory) with approximately the same number of U3As in each non-metropolitan region, the composition established and adjusted as necessary by the committee in consultation with the member U3As.

5.2.4. A Committee member elected as a regional representative is eligible to stand for election and be elected as an office-bearer concurrently.

#### 5.3 Election of the Committee

5.3.1. An individual who resides in, and is a financial member of a member U3A located in New South Wales or the Australian Capital Territory is eligible to nominate as a candidate for any Committee position, provided that a person nominating as a regional representative must be a member of a U3A within that region.

5.3.2. Nominations for all positions shall be in writing, signed by the candidate and two individual financial members of a member U3A. Persons already holding a Committee position must have their nominations signed by individuals who are not also current members of the Committee. Candidates may submit statements and photographs in support of their nomination, prior to the close of nominations, for distribution with the ballot papers.

5.3.3. The election will be conducted by an independent Returning Officer appointed by the Committee. A Committee member may not be appointed as Returning Officer but may assist the Returning Officer if requested by that Officer to do so.

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- 5.3.4. The nomination must be delivered to the Returning Officer not less than 35 days prior to the date fixed for holding the Annual General Meeting.
- 5.3.5. Where there is only one nomination received for a particular position on the committee, that nomination shall be declared elected at the Annual General Meeting.
- 5.3.6. Where an election for any position is necessary it shall be conducted by electronic vote conducted in accordance with Schedule 3 of the Associations Incorporation Regulations 2016. Ballot papers shall be counted by the Returning Officer and an independent scrutineer and the results shall be declared at the Annual General Meeting
- 5.3.7. Where there is a contested ballot for any position on the Committee, the candidate with the most votes shall be declared elected. In the event of a tied vote, then at the discretion of the tied candidates, either a run-off ballot shall be conducted between those candidates, or the result may be decided by the toss of a coin or drawn by lot.
- 5.3.8. All members of the Committee shall be elected for one year terms, commencing after the conclusion of the Annual General Meeting at which the ballot is declared, and ending at the conclusion of the next Annual General Meeting.
- 5.3.9. The President and the Vice-President may be re-elected to those positions for not more than 3 consecutive one-year terms, but may re-nominate for those positions after a gap of one year, and may nominate for any other position at any election. All other Committee members may stand for re-election at any time.

### 5.4. Casual Vacancies on Committee

- 5.4.1. A Committee position will become vacant if:
  - (a) the position is not filled at the Annual General Meeting; or
  - (b) the Committee member:
    - (i) resigns; or
    - (ii) ceases to be a financial member of a member U3A, or if the member U3A ceases to be a member of the Network; or
    - (iii) is absent without good reason from two consecutive meetings of the Committee; or
    - (iv) fails to disclose a direct or indirect interest in a matter being considered by the Committee and to abstain from any discussion or decision about that matter; or
    - (v) dishonestly uses information or his or her position with the intention of gaining advantage for him or herself or any other person or to the detriment of the Network; or
    - (vi) becomes incapable of carrying out his or her duties by reason of ill-health; or
    - (vii) becomes insolvent under administration under the *Bankruptcy Act*.
- 5.4.2. If the Committee proposes to declare the position of a sitting Committee member vacant for any reason, the Secretary must give that member not less than 14 days' clear notice of its intention to do so, and invite the Committee member to make any submissions on the matter, before making such a declaration. The Committee member may invoke the provisions of Clauses. 3.6 or 3.7 of this Constitution in response.

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5.4.3. If there are insufficient nominations received for Committee positions, or a vacancy is caused by the resignation or removal of a member of the Committee, the Committee may co-opt additional members to the Committee to fill the vacancy so as to meet the needs of the Committee's operations, provided that the total membership of the committee does not exceed thirteen members. Where possible, a regional vacancy shall be filled by a person from within that region, but if no such person is available, another committee member shall be appointed by the Committee to act as a representative for U3As within that region.

### **5.5. Committee register**

The Secretary shall maintain a register of members of the Committee showing name, address, and date of commencement and cessation of membership of the Committee.

### **5.6. Committee meetings**

- 5.6.1. The committee shall meet at least three times between Annual General Meetings. Additional meetings may be convened by the President, or in his or her absence, by the Vice- President, or by two other members of the committee.
- 5.6.2. At least 14 clear days' notice shall be given of the meeting, and notice shall specify the date, time, and place (if the meeting is held physically) of the meeting, and the general nature of the business of the meeting. Committee meetings may be held electronically.
- 5.6.3. No business shall be transacted by the Committee unless a quorum of five members is present. If within half an hour no quorum is present, the meeting shall be adjourned for 14 days at a specified time and place.
- 5.6.4. The President, or in his or her absence the Vice-President or such other member as the committee shall choose, shall preside over Committee meetings.
- 5.6.5. The Committee may develop Standing Orders for the conduct of its meetings held physically and/or electronically, which will ensure adequate opportunity for all members to participate, orderly discussion, and voting procedures.
- 5.6.6. Committee decisions may be made by consensus or by a simple majority vote.

### **5.7. Committee Delegations**

- 5.7.1. The Executive Committee
- 5.7.1.1. The President, Vice-President, Secretary and Treasurer shall comprise the Executive Committee, which may meet during intervals between Committee meetings to make decisions on matters connected with the management of the affairs of the Network, and if it does so, shall report on any decision taken by the Executive committee is to be advised to the committee within 14 days thereof for ratification.
- 5.7.1.2. The Executive Committee may exercise the powers of the Committee, other than the following:
- (a) to commit the Network to any expense exceeding \$500 or such other amount as a General Meeting may resolve;
  - (b) to rescind a resolution passed by the Committee or by a General Meeting;
  - (c) to exercise a function only exercisable by the Committee under any law.

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- 5.7.1.3. Three members of the Executive Committee constitute a quorum of that committee.
- 5.7.2. Sub-committees and working parties.
  - 5.7.2.1. The Committee may appoint sub-committees and working parties to assist the Committee, either as
    - (a) on-going sub-committees with specific terms of reference and delegations to monitor and manage matters; or
    - (b) as *ad hoc* working parties to investigate and/or manage specific issues and report and make recommendations to the Committee.
  - 5.7.2.2. Each such sub-committee or working party shall be convened and chaired by a member of the Committee, and may include persons who are individual financial members of a member U3A but are not members of the Committee.
  - 5.7.2.3. Where a sub-committee or working party makes decisions in accordance with policy determined by the Committee, it shall submit a report to the Committee. In other cases, where a decision is not in accord with established policy, or if there is no policy it shall be referred to the Committee for approval before acting upon it.
  - 5.7.2.4. The Committee may appoint individuals who are financial members of a member U3A, but who are not members of the Committee, to carry out specified service functions on behalf of the Network. Such individual members will be accountable to the Committee through a designated member of the Committee, who will present reports and recommendations on their behalf.
  - 5.7.2.5. The Committee may at any time and without giving reasons revoke the appointment of any sub-committee or working party appointed under this part.

## 6. FINANCIAL MANAGEMENT

### 6.1. Financial year

The Financial Year of the Network is a calendar year.

### 6.2. Fees and subscriptions

- 6.2.1. Member U3As shall pay an annual membership fee set by the Network in General meeting. The annual membership fee for an Associate Member may be set at a different amount to that of a Full Member.
- 6.2.2. Fees shall be due and payable on the 1<sup>st</sup> day of January each year, or on the date of approval of membership.
- 6.2.3. Where a U3A becomes a member after the 30<sup>th</sup> June in each calendar year, that U3A will pay only half of the annual membership fee for that year.
- 6.2.4. If the annual membership fee is unpaid two months after the due date, that U3A becomes unfinancial until payment is made. The Committee may set additional fees, levies or contributions payable towards the provision of the services of the Network, but those payments shall be payable on a voluntary basis according to the participation in or acceptance of a U3A of those services.

### 6.3. Management of funds

- 6.3.1. The funds of the Network shall be used in pursuance of the objectives of the Network in such manner as the Committee determines.
- 6.3.2. The Committee shall establish a bank account in the name of the Network, and may deposit surplus funds in bank securities. "Bank" includes a licensed Credit Union or Building Society. All cheques and other negotiable instruments shall be signed by any two members of the Executive Committee.
- 6.3.3. All moneys received by the Network shall, as soon as practicable, be paid into the Network's bank account.
- 6.3.4. It is the duty of the Treasurer to ensure that:
  - (a) all money due to the Network is collected, received, and banked; and
  - (b) all payments authorised by the Committee are made; and
  - (c) books and accounts are kept that correctly record and explain the financial transactions and position of the Network.
- 6.3.5. The annual financial statements presented to the Annual General Meeting shall be accompanied by a statement by the Treasurer that they give a true and fair view of the Network's financial affairs, supported by a certificate from an independent accountant.
- 6.3.6. No member of the Committee shall be paid a salary, and no remuneration or benefit in money or kind shall be made to any Committee member or other individual member of a member U3A providing services to the Committee except in reimbursement of reasonable expenses incurred in carrying out the work of the Network and approved by the Committee.

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- 6.3.7. The Network may affect and maintain insurance and licences on behalf of its members, the Executive and Committee members relevant to the conduct of their educational and administrative functions, and in respect to property owned by the Network.
- 6.3.8. The funds of the Network shall be derived from membership fees, donations, grants, contributions from Member U3As towards the insurance premiums and licence fees, and such other sources as the Committee may determine in respect to the provision of Network services to member U3As.
- 6.3.9. On and after the commencement of the *Associations Incorporation Act 2009*, the Network may execute documents without using a common seal if the document is signed by two of its authorised signatories.

### **6.4. Winding up or cancellation of Incorporation**

On the winding up or cancellation of the registration of the Network, the nett assets of the Network (after payment of any debts and expenses including any associated with the winding up) will be distributed in accordance with the following special resolution passed by the Network at the time of adopting this constitution:

- (a) as to any asset or any unexpended part of a grant that has been provided by a government or public authority – to be returned to that authority.
- (b) as to any other assets or funds, to be distributed to such member U3As whose constitution, at the time of distribution, prohibits the distribution of property to its individual members; or
- (c) failing any such U3As, then to such other not-for-profit organisation or organisations with similar interests as the committee or any administrator may determine.

## 7. RECORDS

### 7.1 It is the duty of the Secretary:

- (a) to maintain a register of members;
- (b) to keep minutes of General meetings and Committee meetings, including a record of attendances, Voting Delegates, and other appointments and authorisations, as required;
- (c) to maintain a register of Committee members; and
- (d) to maintain a record of disclosures of interests.

### 7.2. The minutes of a meeting:

Subject to confirmation at the next meeting, shall be signed by the chairperson of that subsequent meeting.

### 7.3. The Secretary shall keep:

In his or her custody and control all records, books and other documents relating to the Network, except those expressly required to be kept by the Public Officer. The records, books and other documents shall be open for inspection, free of charge, by an executive office-bearer of a member U3A, by arrangement with the Secretary.

### 7.4. Within 14 days of vacating office:

A Committee member must ensure that all documents in his or her possession, which belong to the Network, are delivered to another Committee member of the Network.

### 7.5 Appointment of the Public Officer:

The Committee shall appoint one of its members as Public Officer (as defined in the Associations Incorporation Act) who is responsible for compliance by the Network of its legal obligations. The Public Officer is, by virtue of that office, an authorised signatory of the Network.

## 8. MISCELLANEOUS

### 8.1. Notices

A notice may be served by or on behalf of the Network on any member U3A, either personally or by pre-paid post or electronically (with acknowledgement of receipt) to the member at the address shown in the Register of Members, and the notice shall be deemed to have been served.

### 8.2. Alteration of Constitution

The objectives and rules of the Network may be amended or rescinded only by Special Resolution of the Network.