



THE U3A NETWORK-VICTORIA INC.

REGISTERED NO. AOO17645X

ABN: 85 852 028 849

CONSTITUTION

STATEMENT OF PURPOSES

&

RULES

**INCORPORATED UNDER THE ASSOCIATIONS
INCORPORATION ACT 1981
ON DECEMBER 28TH 1988**

**AS AMENDED, 1993, 1996, 1997, 1998, 2000,
2001, 2005, 2006 & 2008**

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NETWORK-VICTORIA Inc.

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Patron: Professor David de Kretser AC ~ Governor of Victoria

NAME : The name of the Incorporated Association is The U3A Network-Victoria (in this Constitution called *the Association*.)

INTERPRETATION

In these rules, unless the contrary intention appears:

Council means the Council of the Association.

Financial Year means the year ending on 31st December.

Member Organisation means a member of the Association

The Act means the Associations Incorporations Act 1981.

Regulations means regulations under the Act.

STATEMENT OF PURPOSE

The purpose of the Network (in this Constitution called *the Association*) is to provide communication between University of the Third Age (U3A) organisations in Victoria - U3A organisations which:

- a) provide for mature-age persons to share the pursuit of knowledge and skills;
- b) open programs to their members without reference to entry criteria, prior educational attainments, assessments or awards;
- c) encourage their members not only to learn but also to contribute their talents to assist the learning of others.

In pursuing this purpose the Network will:

- (a) establish a secretariat which will, in addition to the existing information services provided by individual U3As, provide information relating to the U3A movement and its activities to enquirers, the media, libraries, educational institutions and other relevant organisations;
- (b) provide information to its member organisations on all matters of common interest as directed by Council;
- (c) promote the establishment of new U3As;
- (d) provide information and assistance to those interested in establishing U3As;
- (e) produce news sheets and bulletins;
- (f) organise U3A conferences as may be required;
- (g) keep and maintain Council archives and encourage member organisations to develop and maintain their individual collections;
- (h) represent its member organisations in matters approved by the Council in dealing with governments, interstate and overseas U3As, trusts and other relevant organisations;
- (i) receive and administer any funds it receives for the purposes of the Association.



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RULES

1 MEMBERSHIP

1.1 Membership shall be open to any organisation that:

- 1.1.1 acknowledges affiliation with the University of the Third Age movement by the use of either *The University of the Third Age* or *U3A* in its official title or in a sub-title that it commonly uses in the promotion of its affairs;
- 1.1.2 is an autonomous organisation with a committee elected or endorsed by a meeting of its members;
- 1.1.3 has a constitution or a set of rules which is consistent with the concept of Universities of the Third Age;
- 1.1.4 makes application to the Council to become a Member of the Association.

2 ANNUAL SUBSCRIPTION

The Council may determine any subscription payable by member organisations.

3 REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of Member Organisations in which shall be entered the full name, address and date of entry of each Member, and the register shall be available for inspection at the address of the Association.

4 CEASING MEMBERSHIP

- 4.1 A member organisation having paid all monies due and payable by a member of the Association may resign from the Association by giving a written notice to the Secretary of intention to resign. A member organisation resigning during the year shall be liable for payment of pro rata membership subscription dating from the beginning of that year up to the date on which the resignation is received.
- 4.2 The Secretary must record in the register of Members of the Association the date on which the membership ceased.

5 DISPUTES AND MEDIATION

- 5.1 The grievance procedure set out in this Rule applies to disputes between a Member Organisation and the Association.
- 5.2 If either the Member Organisation or the Association has a grievance, it shall notify the other party of the substance of the dispute in writing.
- 5.3 The parties to the dispute must be invited to meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after notification.
- 5.4 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 5.5 The mediator must be –
 - a) a person chosen by agreement between the parties; or

- b) in the absence of agreement, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
 - c) A person who is a financial member of a Member Organisation can be a mediator, however, the mediator must not belong to either party in the dispute.
- 5.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 5.7 The mediator, in conducting the mediation, must –
 - a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- 5.8 The mediator must not determine the dispute.
- 5.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act, or otherwise at Law.
- 5.10 A Member Organisation may appoint any of its members to act on its behalf in the grievance procedure.

6 SUSPENSION

- 6.1 The Council by a two-thirds majority of the Member Organisations may suspend or cancel the membership of any Member Organisation of the Association:
 - a) that commits any breach of any rule or by-law of the Association or,
 - b) that in the opinion of the Council, acts in a manner which is contrary to the interests of the Association.
- 6.2 All proceedings shall be in accordance with the Model Rules in the Association Incorporation Act.

7 COUNCIL

There shall be a Council that shall be responsible for the activities, affairs and finances of the Association.

8 COUNCIL MEMBERSHIP

- 8.1 The Council shall consist of one delegate from each of the Member Organisations together with the Officers of the Association (Members of the Executive).
- 8.2 Any Member Organisation whose delegate is unable to be present at any meeting may appoint a replacement, issuing them with a letter of authorisation.
- 8.3 Any Member Organisation that is unable to have a delegate present at any meeting may appoint a proxy for that meeting to exercise the vote of that Member. (see Appendix (i) - Proxy Form)

9 COUNCIL MEETINGS

- 9.1 The Council shall meet not less than four times each year.
- 9.2 Meetings of the Council may be called by resolution of the Council or at the request of the President of the Association, or by the written request of not less than three Member Organisations.
- 9.3 Written notice to each Member Organisation stating the place, date, and time of meeting, the business to be transacted at the meeting, together with Proxy Forms and Nomination Forms where appropriate, shall be despatched by the Secretary of the Association by post and/or electronic means at least thirty days before the date fixed for holding a meeting of the Council.
- 9.4 The President of the Association shall preside at all meetings of the Council. In his/her absence or inability to take the chair, the meeting shall be chaired by the Vice-President. If the Vice-President is absent or unable to take the chair, another person may be elected to preside at that meeting.

10 VOTING

Each Member Organisation represented at a meeting is entitled to one vote. The President, Secretary and Treasurer of the Executive Committee are each entitled to one vote. Resolutions, other than those designed to change the Constitution, shall be carried by a majority of those voting at the meeting. In the case of equality of votes, the motion shall be deemed to have been lost.

11 COMMITTEES OF COUNCIL

- 11.1 The Council shall set up three continuing Committees – a Finance Committee, a Policy and Planning Committee, and a Marketing and Publicity Committee.
- 11.2 Convenors of these Committees may be members of the Executive Committee, or may be co-opted by the Executive Committee from the membership of U3As in Victoria. Should a person outside the elected Executive Committee be appointed as a Convenor, they will be co-opted to the Executive Committee and are entitled to vote for the period for which the Executive Committee is elected.
- 11.3 These Committees shall have power to co-opt persons who are U3A members, shall report to each Council meeting, and to each meeting of the Executive Committee. These Committees will have no power to commit funds of the Association without Council approval.
- 11.4 The Council may from time to time set up other Committees and provide guidelines for those Committees as required.
- 11.5 The Executive Committee may set up sub-committees with specific tasks and time frames and have the power to co-opt persons who are U3A members. Reports should be given to the Executive at each meeting. If a co-opted member is the Convenor of such a sub-committee, they shall become a co-opted member of the Executive for the period required to complete the task. Any expenses must be approved by the Executive prior to expenditure.

12 ANNUAL GENERAL MEETING OF THE COUNCIL

- 12.1 An Annual General Meeting of the Council shall be held in each year on such day as the Council determines.
- 12.2 The Annual General Meeting shall be specified as such in the notice convening it.
- 12.3 The ordinary business of the Annual General Meeting shall be: to confirm the Minutes of the preceding Annual General Meeting
 - a) to receive reports on the transactions of the Association during the preceding year
 - b) to receive and consider the financial statement submitted by the Association in accordance with Section 30 (3) of the Act to elect Executive Committee members
 - c) to elect a Public Officer
 - d) to appoint an Auditor
- 12.4 The Annual General Meeting may transact special business of which thirty days notice is given.
- 12.5 The Annual General Meeting shall be in addition to meetings of the Council (provided for in Rule 9.1) but may be held on the same day as any such meeting.
- 12.6 A Returning Officer may be appointed by the out-going Executive from Past Presidents or former delegates to Council. He/she shall be invited to officiate at any meeting of the Council where there may be a vote to fill Executive positions. The Returning Officer will not be eligible to vote at that meeting.

13 QUORUM

- 13.1 At any meeting of the Council, twenty-one (21) persons present and eligible to vote shall constitute a quorum.
- 13.2 If within thirty minutes of the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to a date within not less than seven (7) and not more than fourteen (14) days, such a meeting to be convened by the Secretary. At such adjourned meeting, those present shall form a quorum.

14 EXECUTIVE COMMITTEE

- 14.1 The Executive Committee of the Association shall be elected at the Annual General Meeting of the Council and shall consist of:
President
Vice President
Secretary
Assistant Secretary
Treasurer
Assistant Treasurer
and two Committee Members
ex officio member Past President

- 14.2 To be eligible to hold these positions, a person must be a financial member of a Member Organisation, and must be nominated and seconded by financial members of Member Organisations. (see Appendix (ii) - Nomination Form)
- 14.3 If the number of nominations is less than the number of vacancies, those nominated will be declared elected, and nominations for the remaining vacant positions shall be called for at the meeting. If a vacancy remains, the Executive has the power to co-opt until the next Council Meeting when there shall be a vote to fill the vacancy.
- 14.4 Each member of the Executive shall be elected for a period of two years, and shall be eligible for re-election but shall not be eligible to serve in the same position for more than six (6) years. The Past President may serve in the ex-officio capacity for a period of not more than two years.
- 14.5 In the event of a casual vacancy on the Executive, the Council may appoint another person to fill the vacancy, and that person shall continue in the position for the remainder of the term of office in which the vacancy occurred.
- 14.6 The Executive Committee may create honorary administrative positions to assist the Association, and may make appointments to such positions for terms determined by the Executive Committee, but no longer than the term of that Committee.
- 14.7 Project Officers may be employed by the Executive Committee to complete work required under the terms set out in any Service/Performance Agreement by a funding body.
- 14.8 The Executive Committee shall take any administrative actions required between meetings of the Council, but may not make any policy decisions without the authority of the Council.
- 14.9 At the end of each financial year the Executive Committee shall prepare for consideration at the Annual General Meeting an Annual General Report and audited Financial Statement.
- 14.10 For the purposes of these rules, a position on the Executive Committee becomes vacant if the person holding the position:
 - a) ceases to belong to a Member Organisation.
 - b) resigns his or her position by notice in writing given to the Secretary.

15 PRESIDENT

The President shall preside at all meetings of the Council and Executive. He/she shall be an ex-officio member of all Working Parties or Committees of the Association.

16 SECRETARY

The Secretary of the Association shall supervise the keeping of the minutes of the resolutions and proceedings of each Annual General Meeting, each Council Meeting, and each meeting of the Executive Committee, in books provided for the purpose, together with a record of the names of the persons present at the Annual General Meeting and Council Meetings. The Secretary will be responsible for the secretarial and general administration of the Association, including advising member organisations of Council Meetings as set out in 9.3.

17 TREASURER

- 17.1 The Treasurer of the Association;
- (a) shall supervise the collection and receipt of all monies due to the Association, and make all payments authorised by the Executive Committee;
 - (b) shall keep adequate and accurate accounting records. Such accounting records referred to above shall be available for inspection by the Member Organisations on reasonable notice.

18 FINANCIAL TRANSACTIONS

- 18.1 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by two members of the Executive Committee.

19 FUNDS

- 19.1 The funds of the Association shall be derived from subscriptions, grants, donations, and other sources as the Council determines.
- 19.2 The assets and income of the Association shall be applied exclusively to the promotion of its objectives, and no portion shall be paid or distributed directly or indirectly to Member Organisations except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.
- 19.3 Notwithstanding any other provision of this constitution, where a grant of funds is made to the Association for the express purpose of those funds being distributed among its Member organisations, then the Association may receive those funds on that basis.
However, the Association shall not receive such funds on that or any other basis unless the approval of the Council has been given.

20 SEAL

- 20.1 The Common Seal of the Association shall be kept in the custody of the Secretary. The Seal shall not be affixed to any instrument except by the authority of the Executive Committee, and the affixing of the Common Seal must be attested by the signatures of two members of the Executive Committee.

21 ALTERATION OF RULES

- 21.1 The Statement of Purposes and Rules may be changed by not less than a three quarters majority of the current Member Organisations represented and voting at a Council meeting after copies of the proposed changes have been circulated to all Member Organisations with a minimum of thirty days notice.

22 DISSOLUTION

- 22.1 In the event of the Association being dissolved, the amount which remains after dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to any organisation which has similar objectives and which has rules prohibiting the distribution of its assets and income to its members.

23 CUSTODY OF RECORDS

- 23.1 Except as otherwise provided in these rules, the Secretary shall keep in his/her custody or under his/her control, all books, documents, and securities of the Association. All such items shall be available for inspection by Member Organisations on reasonable notice.

24 DISTINGUISHED SERVICE AWARDS

- 24.1 From time to time the Executive may recommend to the Council that Distinguished Service Awards be made to individuals who have performed outstanding service to the U3A movement in Victoria.

25 GENERAL

- 25.1 Nothing in these Rules shall limit or vary the operation of Member Organisations.

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