



Constitution of the University of the Third Age Brisbane Inc

April 2022

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Constitution and Rules of The University of the Third Age Brisbane Inc.

1. PREAMBLE:

In this Constitution 'the Act' means the *Associations Incorporation Act 1981* and the Regulation made thereunder.

This Constitution must be read as being subject to provisions of the Act, but Section 47(1) does not apply and the Model Rules in the Regulation do not apply

2. NAME

The name of the Association is **The University of the Third Age Brisbane Inc.**

3. AIMS OF THE ASSOCIATION

The Aims of the Association are: -

- to provide programmes of activities which offer stimulation and development to its members in the third age of life, that is those of mature age.
- to be a charitable organization in the sense that it is not carried on for the profit of its members or any other person.
- to provide its members with the stimulus of both mental and social activities through participation in learning programmes intended to improve their physical and mental wellbeing and to support them so they gain a sense of satisfaction of the value of their place in society.
- to be a volunteer mutual-aid movement – a modern community of scholars in the third age of life.

4. OBJECTIVES OF THE ASSOCIATION

The Objectives of the Association are to be achieved through voluntary contribution of the human capital required:

- to provide facilities and an environment for the conduct of educational programmes and activities which offer the acquisition of knowledge, mental stimulation, personal development and social interaction for those of a mature age.
- to create and maintain structures for cooperative learning that operates without granting qualifications or awards.
- to continuously attract and encourage new members and expand the Association's activities in the Brisbane area.
- to continuously improve and modernise the Association's facilities, equipment and systems to ensure its operating efficiency, productivity and the quality of its services to members.

- to exchange ideas and resources through networks of Universities of the Third Age both in Australia and overseas, and to encourage and foster the establishment of similar organisations in other parts of Queensland and Australia.

5. POWERS OF THE ASSOCIATION TO ACHIEVE ITS AIMS AND OBJECTIVES:

5.1. The Association has the same powers as are possessed by an individual.

5.2. In particular, the Association may:

- enter into contracts.
- acquire, hold, mortgage, sell, let and otherwise deal with property both real and personal.
- make charges for services and facilities it supplies.
- issue secured and unsecured notes, debentures and debenture stock for the Association; and
- do other things necessary or convenient to be done in carrying out its affairs.

5.3. The income and property of the Association, however derived, shall be used and applied solely in promotion of the Association's objects and in the exercise of its powers, and no portion thereof shall be distributed, paid, or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association.

6. CLASSES OF MEMBERSHIP

6.1. The membership of the Association is made up in the following categories:

Ordinary members, who gain and retain their membership as provided in clause 8.1.

Tutor members, not being members of another class of membership, retain membership for the duration of their active tutorship of classes conducted by the Association and are not obliged to pay any subscriptions or other fees (unless attending classes).

Life members, being Ordinary members who have attained 65 years of age and pay to the Association an amount equal to ten times the then annual subscription and who retain their membership thereafter during their lifetimes (unless sooner terminated) and who are not thereafter obliged to pay annual subscriptions.

Honorary Life members are Ordinary members upon whom such membership is conferred for long and/or distinguished service to the Association who retain their membership during their lifetimes (unless sooner terminated) and who are not thereafter obliged to pay annual subscriptions.

Affiliated members, being financial members of another University of the Third Age who may be permitted to attend the Association's activities upon payment of the annual subscription applicable to them.

6.2 Persons wishing to become Ordinary Members, Life Members or Affiliated Members of the Association must make application in the form approved from time to time by the Management Committee and available on the Website, and pay the annual subscription applicable to the membership sought.

6.3 Tutor Members shall be appointed by the Management Committee or its delegated representatives to conduct learning activities.

6.4 Other than an event declared by the Management Committee to be open to the public, only members of the Association are eligible to attend its classes and other activities.

6.5 Only Ordinary Members and Life Members may cast votes at General Meetings of the Association.

7. ANNUAL SUBSCRIPTION

- 7.1. The annual subscription (if any) applicable to each class of membership shall be such sum as the Management Committee shall from time to time determine. The subscriptions so determined are to be approved by a simple majority vote of those attending the next General Meeting.
- 7.2. The annual subscriptions shall be payable at such time and in such manner as the Management Committee shall from time to time determine, including electronic payment through the Website.
- 7.3. The annual subscription shall apply for a calendar year commencing on January 1.
- 7.4. Upon payment of the annual subscription, membership is continued for that year.
- 7.5. If a member fails to pay the annual subscription within two months of the start of a year, then the membership is suspended by virtue of this clause but may be reinstated by payment of the annual subscription for the year in which it is paid, but not later than two years after the year in which membership was suspended.
- 7.6. A person whose membership has been suspended for more than two years may reapply for membership.

8. ADMISSION AND REJECTION OF APPLICATIONS FOR MEMBERSHIP.

- 8.1. The Management Committee must consider each application for membership at the next committee meeting held after it receives the application for membership and the applicable annual subscription.
- 8.2. The Management Committee must ensure that at the time an application for membership is made, the person making it is advised whether the Association has public liability insurance and if the Association has public liability insurance, the amount of the insurance.
- 8.3. The Management Committee must decide at the meeting whether to accept or reject the application. It may refuse membership without giving reasons.
- 8.4. If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 8.5. The Secretary of the Association must, as soon as practicable after the Management Committee accepts or rejects an application, give the applicant a written notice of the decision.

9. TERMINATION OF MEMBERSHIP

- 9.1. Resignation: A member may resign from membership which shall cease when notice of resignation from membership in writing (including by email) is received from the member or at the time at which the resignation is to take effect as stated in the notice, whichever is the later.
- 9.2. Failing to renew: Subject to clause 7, membership ceases if a member fails to pay the Annual Subscription for a financial year within two months of the start of the year.
- 9.3. Termination by the Management Committee: The Management Committee may terminate the membership of a person if that person:
 - (a) wilfully fails to comply with any of the provisions of this Constitution or the procedural rules and functions of the Association.

- (b) is convicted of an indictable offence; or
- (c) exhibits conduct considered by the Management Committee to be injurious or prejudicial to the character, reputation, or interests of the Association.

9.4. If the Management Committee intends to terminate a member's membership on the grounds referred to in clause 9.3, the Management Committee must give the member a statement in writing detailing the grounds for its decision and any allegations against that member upon which it relies, and give the member a full and fair opportunity to show why the membership should not be terminated.

9.5. The member (or former member) has rights of appeal against the decision as detailed in clause 10.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

10.1. A person whose application for membership has been rejected, or whose membership has been terminated by the Management Committee for any reason may, within four weeks of being notified, lodge with the Secretary a written request to attend the next meeting of the Management Committee to appeal against the decision. The Secretary must advise the person of the time and date of the meeting.

10.2. If the person is not satisfied with the decision of the Management Committee on their appeal, the person may within four weeks of that decision give a written request to the Secretary that an Extraordinary General Meeting of all members be called within four months of the date of receipt of that written request by the Secretary to consider a further appeal of the decision. On receipt of the request the Secretary and the Management Committee must convene an Extraordinary General Meeting of members to consider the appeal.

10.3. At the Extraordinary General Meeting so called, the person and the Management Committee must present their respective cases to the meeting.

10.4. The members present in person at the meeting must decide by secret ballot and simple majority whether to allow or dismiss the appeal.

10.5. When an appeal fails, the person must be refunded any annual subscription paid or pro rata for any period for which membership has been disallowed.

11. INTERNAL GRIEVANCE PROCESS

Procedure

11.1 To facilitate the harmonious operation of the association and relationships between members, the Committee may prepare, publish and from time to time amend a code of acceptable standards ("The Code of Conduct") expected of members while they are participating in the functions of the Association. All members are expected to uphold, observe, promote and further the standards of behaviour and procedures set out in the Code of Conduct

11.2 If it is a class matter, there is an expectation that members should first seek to resolve any disputes or grievances between themselves or in consultation with the Grievance Officer and the relevant class Tutor, District Convenor, or the Tutor Liaison Officer. If it is an issue within the Office, then consultation should first be with the Office Manager.

11.3 Any unresolved grievance concerning a tutor, volunteer, member, or the Committee of Management should be made promptly after the origin of the grievance. This will result in a formal Complaint and start the Mediation Procedure.

Mediation of Grievances

- 11.4 This Mediation Procedure aims to achieve conciliation and the resolution of grievances in a timely manner with fairness, care and understanding. Confidentiality of all parties thereto must be preserved.
- 11.5 A written complaint giving full particulars of the matters the subject of the grievance, against whom it is made and the outcome or relief sought must be lodged by the complainant with the Secretary as soon as possible after the occurrence of the grievance.
- 11.6 The Secretary must refer the dispute to the Grievance Officer (or other person, whether a member or not, appointed by the Management Committee it considers appropriate in the circumstances (should the Grievance Officer decline)), hereinafter called "the Mediator", to conduct a mediation of the grievance. The Management Committee must ensure the Mediator is unbiased in relation to the parties or the subject of the dispute.
- 11.7 The Secretary must forward a copy of the grievance to any person named therein against whom an allegation is made and advise them the matter has been referred to Mediation.
- 11.8 If the Management Committee is a party to the dispute, one of its number must not be appointed to be the Mediator.
- 11.9 The Mediator must give reasonable notice to the parties to the dispute of the time and place where the mediation will be conducted and may adjourn the mediation from time to time.
- 11.10 Each party to the dispute must be given an opportunity to be heard on the matter the subject of the dispute and may appoint any person to act on their behalf.
- 11.11 A ruling in writing must be given by the Mediator in a timely way and forwarded to the parties and the Secretary. The ruling will be final and binding upon the parties, subject always to any other rights to relief that may be available at law.
- 11.12 If a member has initiated a grievance procedure in relation to a dispute between the member and the Association, the Association must not take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed:-
- (a) the member who initiated the grievance procedure (the complainant member);
 - (b) (b) a member of the Association appointed by the complainant member under clause 11.10 to act on behalf of the complainant member in the grievance procedure.
- 11.13 Grievance Officer. The Management Committee must appoint and maintain the appointment of a member it considers suitably qualified and skilled to be Grievance Officer and to act as Mediator for the purposes of this clause.

12. REGISTER OF MEMBERS

- 12.1. The Management Committee must keep an accurate register of members (the Members Register) of the Association and ensure that it contains current information.
- 12.2. The Members Register must include the following particulars of each member:
- (a) the full name.
 - (b) the postal or residential address, telephone number and email address.
 - (c) the date of admission as a member.
 - (d) the date of termination of membership so far as that may be known.
 - (e) a distinctive number.
 - (f) any other particulars the Management Committee or the members in general meeting decide or are required by law.

- 12.3. The Members Register may be kept in digital form and must be available for inspection by members of the Association at all reasonable times upon application to the Secretary.
- 12.4. The Management Committee must, on the application of a member, withhold from inspection all information about the member other than that member's name.

13. PROHIBITION ON USE OF INFORMATION ON MEMBERS REGISTER

- 13.1. Privacy laws are applicable to the Members Register and a member of the Association must not:
- (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable, or commercial purposes; or
 - (b) disclose information obtained from the register to another person, whether a member or not, knowing that that information is likely to or may be used to contact, or send material to any member of the Association for the purpose of advertising for political, religious, charitable, or commercial purposes.

14. THE MANAGEMENT COMMITTEE

- 14.1. The Management Committee of the Association consists of the President, the Vice- President, Secretary, Treasurer, and not more than six committee members, all of whom, must be, and continue to be whilst in office, members of the Association and not disqualified from election by Section 61A of the Act.
- 14.2. Except as provided by this Constitution, all members of the Management Committee must be elected at the Annual General Meeting of the Association.
- 14.3. At each Annual General Meeting the members of the Management Committee must retire, but may be re-elected to any office with the proviso that:
- (a) The tenure of each of the President and Vice-President is to be limited to individuals being re-elected at two consecutive annual general meetings, with a mandatory one-year minimum break before re-appointment or re-election to the same position.
 - (b) The tenure of each of the Secretary and the Treasurer is to be limited to individuals being re-elected at 4 consecutive annual general meetings, with a mandatory one-year minimum break before re-appointment or re-election to the same position.

15. ELECTION OF THE MANAGEMENT COMMITTEE

- 15.1. A member (the Candidate) may be nominated for an office on the Management Committee by two members eligible to vote at meetings of the Association; a member may nominate more than one member and a member may be nominated for more than one office.
- 15.2. The nomination of a Candidate must be:
- (a) in writing.
 - (b) signed by the nominating members and consented to by the Candidate.
 - (c) delivered to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held. (Delivery to the Association's office will suffice.)
- 15.3. A list of the nominated Candidates in alphabetical order, showing the names of the members who nominated each Candidate, must be posted in a conspicuous place in the Association's premises for at least seven days immediately preceding the Annual General Meeting.
- 15.4. Before election to the Management Committee every Candidate must be advised:

- (a) whether or not the Association has public liability insurance; and
- (b) if the Association has public liability insurance—the amount of the insurance.

15.5. Members of the Association present and eligible to vote at an Annual General Meeting may each cast one vote for a Candidate for a nominated office and there must be a separate vote to fill each office, except that the positions of Committee members, other than Office Bearers, may be filled by one motion or ballot. When a Candidate nominated for more than one office is elected to an office, a nomination to any further office must lapse.

15.6. If a ballot for any office is required, the Secretary must prepare ballot papers. Secret voting must be conducted to fill any office requiring a ballot and the Chairman of the meeting must nominate at least two scrutineers to distribute ballot papers and count the votes. After a declaration of the result of a ballot, the Meeting may authorise the destruction of the ballot papers.

15.7. If there are insufficient or no Candidates to fill any office, nominations of consenting members to be Candidates may be made from the floor of the meeting and voted upon forthwith.

16. APPOINTMENT OR ELECTION OF SECRETARY – STATUTORY PROVISIONS

16.1. The office of Secretary is a Statutory one and provisions of the Act apply to that office.

16.2 The Secretary must be a natural person, 18 or older, residing in or resident not more than 65km from the border of Queensland who is:

- (a) a member of the Association elected by it to be Secretary; or
- (b) any of the following persons appointed by the Management Committee to be Secretary:
 - I. a member of the Management Committee.
 - II. another member of the Association who will thereby become a member of the Management Committee.
 - III. another person who may not become a member of the Management Committee.

16.3. If the office of Secretary becomes vacant, the Management Committee must, within one month, appoint or call an Extraordinary General Meeting of members of the Association to elect another person to be Secretary.

17. REMOVAL OF SECRETARY

17.1. The Management Committee may at any time remove a person appointed by the committee as the Secretary.

17.2. If the Management Committee removes a Secretary who is a person mentioned in clause 15 and that person consents, they shall remain a member of the Management Committee.

18. FUNCTIONS OF SECRETARY - STATUTORY PROVISION

18.1. The Secretary's functions include, but are not limited to:

- (a) calling meetings of both the Association and the Management Committee, including preparing notices of a meeting and of the business to be conducted at the meeting, in consultation with the President;
- (b) keeping minutes of all meetings in a permanent form;
- (c) keeping copies of all correspondence and other documents, including digitised documents relating to the Association; and
- (d) ensuring the Members Register is maintained; and

- (e) maintaining a register of members of the Management Committee attendance at committee meetings.

19. DUTIES OF MANAGEMENT COMMITTEE MEMBERS

19.1 Disclosure of Personal Interests by Members of the Management Committee: Statutory Provisions: -

- (a) The Association must not conduct its affairs (including its affairs as trustee of any trust) so as to provide pecuniary gain for its members.
- (b) Members of the Management Committee must familiarise themselves with the Disclosure of Material Personal Interests provisions in Part 7, Divisions 2 and 3 of the Associations Incorporations Act 1981, and at all times comply with those provisions when carrying out their duties.

20. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

20.1. A member of the Management Committee may resign by giving written notice of resignation to the Secretary.

20.2. The resignation takes effect at the time the notice is received by the Secretary or at such later time stated in the notice.

20.3. A member may be removed from office by the majority of members present and eligible to vote at a General Meeting of the Association.

20.4. Before a vote of members is taken the member must be given particulars of any allegation against them as grounds for removal from office and a fair opportunity to answer any such allegations and show cause why they should not be removed from office.

20.5. A member has no right of appeal or other rights against the Association in respect of a removal from office under this clause.

20.6. A member of the Management Committee must immediately vacate office in the circumstances mentioned in section 64(2) of the Act.

21. VACANCIES ON MANAGEMENT COMMITTEE

21.1. If any office on the Management Committee becomes vacant for any reason, the continuing members may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.

21.2. The continuing members may act despite any vacancy on the Management Committee. However, if the number is then less than a quorum, the continuing members may act only to increase the number of Management Committee members to the number required for a quorum or to call a General Meeting of the Association to elect a member or members to serve on the Management Committee until the next Annual General Meeting.

22. POWERS AND FUNCTIONS OF MANAGEMENT COMMITTEE

22.1. Subject to this Constitution and a resolution of the members of the Association in General Meeting, the Management Committee has the general control, management and administration of the affairs, property, and funds of the Association.

22.2. The Management Committee has authority to interpret the meaning of this Constitution and any matter relating to the Association on which it is silent, but any interpretation must have regard to the Act, including any regulation made thereunder.

22.3. The Management Committee may exercise the powers of the Association:-

- (a) to raise and borrow monies for the purposes and benefit of the Association;
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged and secured upon the whole or part of the Association's property and undertaking, both present and future;
- (c) to purchase, redeem or pay off any securities so issued;
- (d) to borrow monies from members of the Association and pay interest on the amounts borrowed; and
- (e) to invest the funds of the Association in any way the Management Committee may from time to time decide.

22.4. The Management Committee may employ persons on such terms and conditions as may be determined from time to time. An employee who is not a member of the Association shall be ineligible to be a member of the Management Committee.

22.5 The Management Committee may establish districts within which groups of members may operate the affairs of the Association and may make rules and by-laws for the operation and accountability of such groups.

23. MEETINGS OF MANAGEMENT COMMITTEE

23.1. The Management Committee may meet and conduct its proceedings as it considers appropriate for the efficient and competent management of its duties.

23.2. The Management Committee must meet at least once every 2 months to exercise its functions. The President or member acting as President shall nominate the time and place for meetings and advise all members thereof in good time. If a member seeks to have a meeting, they may request the President to convene it and provide the President with notice of the business that it is called to discuss.

23.3. The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear or take part in discussions in real time. A committee member who participates in a meeting in that way shall be deemed to be present at the meeting.

23.4. Decisions of the Management Committee shall be made by a majority of members present and in the event of an equality of votes, the Chairman of the meeting is not entitled to a deciding or casting vote and the decision must be in the negative.

23.5. A member of the Management Committee must not vote on a question about a contract or proposal in which that member has an interest and, if the member attempts to vote, that vote must not be counted. Refer to clause 19.

23.6. The President shall be the chairperson at meetings of the Management Committee unless it otherwise decides.

23.7. If there is no President or if the President is not present within 10 minutes after the time fixed for a meeting of the Management Committee, the members present may choose one of their number to be the chairperson at the meeting.

23.8. A member of the Management Committee who without having obtained leave of absence or for good cause fails to attend for two of its consecutive meetings shall be deemed to have resigned from office.

24. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- 24.1. A quorum for a valid meeting of the Management Committee shall be at least one half of its membership present in person or by technological means. A member may not be present by Proxy.
- 24.2. If there is no quorum present within 30 minutes after the time fixed for the meeting, the meeting lapses except that those members present may adjourn the meeting to such time and place as they decide. If there is no quorum at the adjourned meeting it will lapse.

25. DECISIONS WITHOUT MEETINGS AND USING TECHNOLOGY

- 25.1 The Management Committee may make valid decisions without having a meeting.
- 25.2. A resolution in writing of the Management Committee signed by all the members thereof shall have the same effect as if that resolution was passed at a duly convened meeting.
- 25.3. Any member may send an electronic message to all the other members seeking their concurrence with a proposed motion which, if agreed, would be a decision of the Management Committee. If all the members then in Australia or a majority of them indicate to the others of them their agreement to the proposal, or the proposal as amended by continued communication between them, then the motion or the motion as amended or disagreement with the motion as the members may indicate shall thereupon become a resolution of the Management Committee, having the same effect as if it had been passed at a duly convened meeting.
- 25.4. The Secretary must make a minute of each resolution reached without a meeting and incorporate it into the records of proceedings of the Management Committee.
- 25.5. The Management Committee may conduct its business using whatever means of communication it deems fit, efficient, or convenient for its purposes and may keep its records in digital form, provided they are securely and permanently maintained.

26. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- 26.1. If the Secretary receives a written request signed by at least one third of the members of the Management Committee, the Secretary must give forthwith to each member of the Committee a Notice of Special Meeting to be held not less than seven or more than fourteen days of giving the notice.
- 26.2. A request must state the reason for a Special Meeting and the business sought to be discussed at the meeting.
- 26.3. A Notice of a Special Meeting given by the Secretary must state the day, time and place of the meeting and the business sought to be conducted at the meeting.

27. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- 27.1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are permanently recorded.
- 27.2. The Secretary's minutes of each Management Committee meeting (or as amended by it) must be verified as an accurate record of the meeting to which they relate by resolution of the next Management Committee meeting and signed by the Chairperson of that meeting. Any resolution created pursuant to clause 25.3 must be similarly verified by the next meeting as if it had been made at a meeting. Minutes that have been signed by the Chairperson shall be prima facie evidence of a record of the proceeding to which they relate

28. APPOINTMENT OF SUBCOMMITTEES

- 28.1. In order to better manage and undertake the affairs of the Association, the Management Committee may appoint (and subsequently disband) sub-committees consisting of members of the Association considered appropriate by the Management Committee to give advice or to undertake such of the business of the Association as is delegated to them.
- 28.2. The Management Committee shall appoint the Chairperson, but if it fails to do so then a sub-committee may elect one of its number to be its Chairperson.
- 28.3. The provisions of this Constitution that govern the proceedings of the Management Committee apply so far as they can extend to the proceedings of sub-committees.

29. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 29.1. An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed notwithstanding it may subsequently be found that there was a defect in the appointment of a member of the Management Committee or a subcommittee or person acting as a member of the Management Committee or that a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

30. INDEMNIFICATION OF OFFICERS

- 30.1. The members of the Management Committee and all members acting in the management and affairs of the Association shall be indemnified from the funds of the Association against all liability and damages (including the cost of legal proceedings) or enquiries that may be instituted against them or involving the Association in consequence of the performance of their duties.
- 30.2. The indemnity does not extend where liability arises out of conduct involving a wilful breach of duty by the member or members, or their improper use of their position or of information to gain advantage for them or someone else or to cause detriment to the Association.

31. GENERAL MEETINGS OF MEMBERS.

- 31.1. A General Meeting may be held which permits members to take part in its deliberations by using any technology that reasonably allows members to hear and take part in discussions as they happen.
- 31.2. A General Meeting other than the Annual General Meeting is an Extraordinary General Meeting.

32. ANNUAL GENERAL MEETING

- 32.1. An Annual General Meeting must be held at least once each year within 4 months after the end date of the Association's reportable financial year.
- 32.2. The following business must be conducted at Annual General Meetings, so long as the Association is a Level 1 Association as defined by the Act:
- (a) Presentation, discussion and adoption of the President's report on the operations of the Association in respect of the last reportable financial year;
 - (b) Presentation, discussion and adoption of the Treasurer's report and the Association's financial statement for the last reportable financial year;

- (c) presentation, discussion and adoption of the Auditor's report on the financial statements;
- (d) election of the Office Bearers and other members of the Management Committee for the ensuing year;
- (e) appointment of an auditor for the current financial year; and
- (f) any other business of which the Secretary has received notice not less than fourteen days prior to the meeting.

33. EXTRAORDINARY GENERAL MEETINGS

- 33.1. The Management Committee may requisition an Extraordinary General Meeting (EGM) to consider any matter it wishes the Members to consider, and must requisition a meeting forthwith in circumstances where this Constitution requires that an appeal of a person against the Management Committee's decision must be referred to a General Meeting of members.
- 33.2. Fifty members of the Association may requisition an EGM by delivering to the Secretary a notice in writing signed by them which states the business that they require the Members to consider.
- 33.3. Within seven days of receipt of a requisition for an EGM, the Secretary must summon a meeting by giving to all members a notice which states the business it has been requisitioned to consider and place and time of the meeting which shall be not less than 14 days after the last date the Notice is deemed to have been received.

34. NOTICE OF AND PROCEEDINGS AT ALL GENERAL MEETINGS

- 34.1. A notice of meeting and any other notice to members required to be in writing shall be deemed to have been received on the day it is sent by email or other electronic means to all members with email or electronic addresses applicable to their membership in the Members Register.
- 34.2. Such a notice sent by post shall be deemed to have been received by all other members three days after it was posted.
- 34.3. The President (or, if absent, the Vice-President) shall be the Chairperson at all General Meetings unless the Meeting determines that another person is to be the Chairperson.
- 34.4. No business may be conducted at a General Meeting other than that appearing in the notice by which it was called and unless a quorum of members is present throughout the meeting.
- 34.5. The quorum for a general meeting is not less than the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus 1.
- 34.6. If a quorum is not present within 30 minutes of the time fixed for a general meeting, the members present may decide upon a place, date and time within 14 days to which the meeting is to be adjourned.
- 33.7. The Management Committee is to decide the place, date and time of the adjourned meeting.
- 33.8. The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 34.9. If a meeting is adjourned, only the business left unfinished may be conducted at the adjourned meeting.
- 34.10. No notice is required to be given to members of an adjourned meeting or of the business to be conducted unless the meeting has been adjourned for more than 30 days.
- 34.11. If a meeting is adjourned for more than 30 days, notice of the adjourned meeting must be given as provided in this clause.
- 33.12. A member may take part and vote in a General Meeting in person or by using any technology that

reasonably allows the member to hear and take part in discussions as they happen. A member may not be present by Proxy.

35. VOTING AT GENERAL MEETINGS

- 35.1. At every general meeting, motions other than for a motion requiring that it become a special resolution, must be decided by a majority of votes of the members present.
- 35.2. A motion required to become a Special Resolution shall be carried only if three quarters or more of the members present and voting are in favour of it.
- 35.3. Each member present and eligible to vote shall have one vote and, if the event of an equality of votes, the Chairperson may exercise a second or casting vote.
- 35.4. Voting shall be by show of hands, but if at least 20% of the members present demand it; a secret ballot must be conducted. The Chairperson must appoint two members to distribute ballot papers and conduct the secret ballot and announce the result in the manner the Chairperson decides.
- 35.5. The result of the voting or a ballot on any motion as declared by the Chairperson shall be the resolution of the meeting on the motion voted or balloted upon.

36. MINUTES OF GENERAL MEETINGS

- 36.1. The Secretary must ensure a full and accurate record of those present and minutes of all motions and resolutions and other proceedings of each General Meeting are made in permanent form.
- 36.2. The minutes of each General Meeting as made by the Secretary must be placed on the Website and approved as a correct record of that meeting by resolution of the next General Meeting and signed by the Chairperson of that meeting whereupon, subject to any amendments made by that meeting, they shall remain permanently on the Website and be prima facie evidence of the record of that meeting.

37. BY-LAWS, STANDING ORDERS, POLICIES AND PROCEDURES

- 37.1. The Management Committee may from time to time make and amend or repeal By-laws, Standing Orders, Policies, Code of Conduct and Procedures not inconsistent with this constitution for the better management and operation of the Association's affairs. Such decisions and actions shall be binding upon and observed by all members of the Association.

38. ALTERATION OF CONSTITUTION

- 38.1. Subject to the Act, these rules may be amended, repealed, or added to by a Special Resolution carried at a general meeting.

39. COMMON SEAL

- 39.1. The Management Committee must ensure the Association's common seal is kept securely and used only with its authority,
- 39.2. Each instrument to which the seal is required to be affixed must be signed by a President and countersigned by the Secretary, another member of the Management Committee or someone authorised by the Management Committee.
- 39.3 The use of the common seal is optional. Contracts and other documents may be executed without a common seal.

40. FUNDS AND ACCOUNTS

- 40.1. The funds of the Association must be kept in an account or accounts in the name of the Association with financial institutions licensed to carry on banking chosen by the Management Committee.
- 40.2. Records and accounts must be kept in the English language, but may be in digital form and must show full and accurate particulars of the property and financial affairs of the Association.
- 40.3. All payments made by or on behalf of the Association must be made only with the authority of the Management Committee in accordance with either a general direction of delegated authority in favour of an Office Bearer or other member thereof or some, in the case of small amounts, some other persons delegated to do so.
- 40.4. The Treasurer must, as soon as practicable after the end of each financial year, ensure a financial statement for its last reportable financial year is prepared, submitted to the Management Committee and audited.

41. DOCUMENTS

- 41.1. The Management Committee must ensure the safe custody of books, records documents, instruments of title and securities of the Association.

42. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 42.1. In the event there are surplus assets of the Association if it is wound up voluntarily or under part 10 of the Act, those surplus assets must not be distributed among the members of the Association.
- 42.2. Any surplus assets must be given to another entity having objectives similar to the Association's objectives the rules of which prohibit the distribution of the entity's income and assets to its members.

43. FINANCIAL YEAR

The Association's financial year ends on 31st December in each year.

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