



THE UNIVERSITY OF THE THIRD AGE

Port Sorell

# Constitution and Rules

Amended 24<sup>th</sup> March 2021

# University of the Third Age – Port Sorell Inc.

## Constitution and Rules

### 1. Name of association

The name of the association is; University of the Third Age – Port Sorell Inc.

### 2. Interpretation

In these rules, unless the context otherwise requires –

*accounting records* has the same meaning as in the Act;

*Act* means the *Associations Incorporation Act 1964*;

annual general meeting means an annual general meeting of the Association held under rule 11;

*Association* means the association referred to in rule 1;

*association* has the same meaning as in the Act;

*authorised deposit-taking institution* means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

*basic objects of the Association* means the objects and purposes of the Association as stated in Clauses 4.1

*committee* means the committee of management referred to in rule 21;

*financial year* has the same meaning as in the Act. The financial year of the Association shall commence on 1st January in each year and end on 31st December of that year;

*Four Pillars of Learning* means 1) learning to know, 2) learning to do, 3) learning to be with others, and 4) learning to be<sup>1</sup>;

*general meeting* means –

(a) an annual general meeting; or

(b) a special general meeting;

*member* means a person who is a financial member;

*officer of the Association* means a person elected as an officer of the Association or appointed as an officer of the Association under rule 23;

*ordinary business of an annual general meeting* means the business specified in rule 11(5);

*committee member* means a member of the committee;

*special committee meeting* means a meeting of the committee that is convened under rule 26(2) by the president or any 4 of the members of the committee;

*special general meeting* means a meeting of the Association, other than an annual general meeting, convened under rule 12;

*special resolution* has the same meaning as in the Act.

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<sup>1</sup> Source: *Learning to Live Together*, UNESCO, 2014 (Annex 1, p.93)

### **3. Association's office**

The office of the Association is at the following place Banksia Centre, Pitcairn Sr. Port Sorell. Tasmania 7307 or at any other place the committee determines.

### **4. Objects and purposes of Association**

4.1 The basic objects and purposes of the Association are:

- (a) To empower through learning and to promote the Four Pillars of Learning, as described by UNESCO.
  - (b) To provide classes and activities for mature-aged persons who wish to develop knowledge and skills.
  - (c) To conduct programs for its members in the local community.
  - (d) To encourage members to contribute their time and talents to assist with the organisation and management of the Association and to volunteer as tutors or class leaders.
  - (e) To operate as a learning co-operative to offer lifelong learning opportunities and promote positive ageing in a friendly and enjoyable environment;
- and

4.2 The following objects and purposes:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods or services;
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of a gift for any of the objects or purposes of the Association;
- (e) the taking of any step the committee determine expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the committee determine desirable for the promotion of any of the objects or purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms –
  - (i) the committee thinks fit; or
  - (ii) approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the Trustee Act 1898, the investment, in any manner the committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the

Commonwealth relates;

- (j) the establishment and support, or aiding in the establishment or support, of any other association formed for or consistent with any of the basic objects of the Association;
- (k) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (l) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

## **5. Membership of Association**

- 5.1 Mature aged persons who are no longer employed full time in the workforce are eligible to be a member of the Association on payment of the annual subscription specified in rule 29.
- 5.2 Persons over the age of 50 and either retired or semi- retired from full time work are eligible to apply for membership:
  - (a) The Committee may allow other persons to be accepted as members at its discretion.
  - (b) The Committee may amend the eligibility criteria for membership at its discretion.
- 5.3 An application for membership shall be in the form approved by the Committee and lodged with the Association in any manner approved by the Committee.
- 5.4 The Committee reserves the right to decline any application for membership.
- 5.5 On receipt of the amount payable by the nominee as the first annual subscription, the Association shall enter the nominee's name in a register of members.
- 5.6 A member of the Association may resign by serving on the public officer a written notice of resignation.
  - (a) A member is deemed to have resigned if annual subscriptions remain unpaid for 60 days.
- 5.7 On the resignation of a member of the Association under subrule (6) the name of the member is to be removed from the register of current members.
- 5.8 A person –
  - (a) becomes a member of the Association when his or her name is entered in the register of members; and
  - (b) ceases to be a member of the Association when his or her name is removed from the register of current members.
- 5.9 Any right, privilege or obligation of a person as a member of the Association –
  - (a) is not capable of being transferred to another person; and
  - (b) terminates on the cessation of the membership.
- 5.10 If the Association is wound up, each member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the

commencement of the winding-up, is liable to contribute –

- (a) to the assets of the Association for payment of the liabilities of the Association; and
- (b) for the costs, charges and expenses of the winding-up; and
- (c) for the adjustment of the rights of the contributors among themselves.

5.11 Any liability under subrule (10) is not to exceed \$1.

5.12 Despite subrule (10), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.

## **6. Income and property of Association**

6.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

6.2 No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.

6.3 The Association may –

(a) pay a servant or member of the Association –

- (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or member; or
- (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the Association; or
- (iii) interest at a rate not exceeding 7.25% on money lent to the Association by the servant or member; or
- (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or member; and

(b) pay a member of the committee or of a subcommittee remuneration that constitutes a reimbursement for approved out-of-pocket expenses incurred for any of the objects or purposes of the Association; and

(c) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.

6.4 Despite subrule 3(a) and (b), the Association is not to pay a person any amount under that subrule unless the Association or committee has first approved that payment.

6.5 Despite subrule 3(c), the Association is not to appoint or nominate a member of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or committee has first approved –

(a) that appointment or nomination; and

(b) the receipt of that remuneration by that member.

## **7. Accounts of receipts and expenditure**

7.1 True accounts are to be kept of the following:

(a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;

(b) each asset or liability of the Association.

7.2 The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the committee.

7.3 The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the committee determines.

7.4 The accounts, books and records are to be kept at the Association's office or at any other place the committee determines.

## **8. Banking and finance**

8.1 On behalf of the Association, the treasurer of the Association is to –

(a) receive any money paid to the Association; and

(b) immediately after receiving the money, issue an official receipt in respect of the money; and

(c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.

8.2 The committee is to open with an authorised deposit-taking institution an account or accounts in the name of the Association.

8.3 The committee may –

(a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and

(b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque or electronic payment.

8.4 Except with the authority of the committee, a payment of an amount exceeding \$50 is not to be made from the funds of the Association otherwise than by cheque or electronic payment drawn on the Association's account.

8.5 The committee may provide the treasurer with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.

- 8.6 A cheque or electronic payment is not to be drawn on the Association's account except for the purpose of making a payment that has been authorised by the committee.
- 8.7 A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –
- (a) signed by the treasurer or, in the treasurer's absence, by any other member, or members, of the committee the committee nominates for that purpose; and
  - (b) countersigned by the public officer or any other member of the committee of the Association.
- 8.8 The Committee may authorise receipts and payments to be transacted electronically and establish approval processes for such transactions.

## **9. Audit/review of accounts**

- 9.1 Under governing legislation and regulations, if the turnover of the Association falls below the nominated threshold at the end of the year, being the calendar year, the Association is not required to have its books of account audited.
- 9.2 In these circumstances, a review of the financial report prepared for lodging with the Department of Justice and associated information will be conducted by a suitably qualified and independent person. That person will be a member of CPA Australia or the Institute of Chartered Accountants.
- 9.3 The review will be completed and signed off two weeks prior to the Annual General Meeting.

## **10. Annual general meeting**

- 10.1 The Association is to hold an annual general meeting each year.
- 10.2 An annual general meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Association) the committee determines.
- 10.3 An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- 10.4 The notice convening an annual general meeting is to specify the purpose of the meeting.
- 10.5 The ordinary business of an annual general meeting is to be as follows:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
  - (c) to elect the Committee of the Association.
- 10.6 An annual general meeting may transact special business of which notice is given in accordance with rule 13.

## **11. Special general meetings**

- 11.1 The committee may convene a special general meeting of the Association at any time.
- 11.2 The committee, on the requisition in writing of at least 20 members of the Association, is to convene a special general meeting of the Association.
- 11.3 A requisition for a special general meeting –
- (a) is to state the objects of the meeting; and
  - (b) is to be signed by each of the requisitionists; and
  - (c) is to be deposited at the office of the Association; and
  - (d) may consist of several documents, each signed by one or more of the requisitionists.
- 11.4 The committee shall convene a special general meeting to be held within 45 days after the day on which a requisition is deposited at the office of the Association.

## **12. Notice of general meetings**

At least 14 days before the day on which a general meeting of the Association is to be held, the public officer of the Association shall provide each member with notice as provided in Rule 31 of -

- (a) the place, day and time at which the meeting is to be held; and
- (b) the nature of the business that is to be transacted at the meeting.

## **13. Business and quorum at general meetings**

- 13.1 All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- 13.2 Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.
- 13.3 A quorum for the transaction of the business of a general meeting is 15 members of the Association entitled to vote.
- 13.4 If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
- (a) if convened at the request of members under clause 12 (2), is dissolved; or
  - (b) if convened by the committee, is to be adjourned to the same day in the next week at the same time and –
    - (i) at the same place; or
    - (ii) at any other place specified by the chairperson at the time of the adjournment or by notice in a manner determined by the chairperson.



- 13.5 If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

#### **14. Chairperson at general meetings**

At each general meeting of the Association, the chairperson is to be –

- (a) the president; or
- (b) in the absence of the president, a member of the committee of the Association;
- (c) in the absence of the president and any member of the committee, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

#### **15. Adjournment of general meetings**

- 15.1 The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.2 If a meeting is adjourned for 21 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 15.3 If a meeting is adjourned for less than 21 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

#### **16. Determination of questions arising at general meetings**

- 16.1 A question arising at a general meeting of the Association is to be determined on a show of hands.
- 16.2 A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

#### **17. Votes**

- 17.1 On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- 17.2 All votes are to be given personally.

## **18. Taking of poll**

If at a general meeting a poll on any question is demanded –

- (a) the poll is to be taken at that meeting in the manner the chairperson determines; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

## **19. When poll to be taken**

- 19.1 A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 19.2 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

## **20. Affairs of Association to be managed by a committee**

- 20.1 The affairs of the Association are to be managed by a committee of management constituted as provided in rule 21.
- 20.2 The committee –
  - (a) is to control and manage the business and affairs of the Association; and may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
  - (b) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

## **21. Constitution of the committee**

- 21.1 The committee consists of up to 10 members elected at the annual general meeting.
- 21.2 The committee shall meet within 7 days of the annual general meeting and elect the officers of the Association as provided in rule 22.
- 21.3 A committee member is to hold office for two (2) years and is eligible for re-election.
- 21.4 If a casual vacancy occurs in the office of committee member, the committee may appoint a member of the Association to fill the vacancy until the next annual general meeting after the appointment.
- 21.5 No committee member shall be elected for more than two consecutive terms, except to retain specific skills required for optimal functioning of the organisation. This exception occurs at the recommendation of the committee should the committee member nominate for a third term.

## **22. Officers of the Association**

- 22.1 The officers of the Association are to be elected by the committee from the elected committee members within 7 days of the annual general meeting.

22.2 The officers to be elected are

- (a) president,
  - (b) vice-president,
  - (c) secretary,
  - (d) treasurer and public officer,
- who form the Executive.

22.3 If a casual vacancy in an office occurs, the committee may appoint one of its members to fill the vacancy.

### **23. Election of the committee**

23.1 A nomination of a candidate for election as a committee member, shall–

- (a) be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
- (b) be delivered to the public officer of the Association at least 14 days before the day on which the annual general meeting is to be held;

23.2 If insufficient nominations are received to fill all vacancies on the committee

- (a) the candidates nominated are taken to be elected; and
- (b) further nominations are to be received at the annual general meeting.
- (c) if, following the annual general meeting, there remain vacancies in the office of committee member, the committee may subsequently appoint a member of the Association to fill the vacancy until the next annual general meeting after the appointment.

23.3 If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated are taken to be elected.

23.4 If the number of nominations received exceeds the number of vacancies on the committee to be filled, a ballot is to be held.

23.5 If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the committee to be filled, a ballot is to be held in relation to those further nominations.

23.6 The ballot for the election of committee members is to be conducted at the annual general meeting in a manner determined by the committee.

### **24. Vacation of office**

For the purpose of these rules, the office of a committee member, becomes casually vacant if the committee member –

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or

- insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
- (d) resigns office in writing addressed to the committee; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the committee without the permission of the other members of the committee; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the public officer of the Association stating that the officer or committee member has ceased to be a financial member of the Association.

## **25. Meetings of the committee**

- 25.1 The committee will generally meet monthly at a place and time determined by the committee but may, at its discretion, resolve not to meet in a particular month.
- 25.2 A special meeting of the committee, other than a meeting referred to in subrule (1), may be convened by the President or any 4 of the members of the committee.
- 25.3 Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.
- 25.4 A special committee meeting may only transact business of which notice is given in accordance with subrule (3).
- 25.5 A quorum for the transaction of the business of a meeting of the committee is one more than 50% of the members of the committee at the time of the meeting.
- 25.6 Business is not to be transacted at a meeting of the committee unless a quorum is present.
- 25.7 If a quorum is not present within half an hour after the time appointed for the commencement of –
  - (a) a meeting of the committee (other than a special committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
  - (b) a special committee meeting, the meeting is dissolved.
- 25.8 At each meeting of the committee, the chairperson is to be –
  - (a) the president; or
  - (b) in the absence of the president, a member of the committee elected to preside as chairperson by the members of the committee present at the meeting.
- 25.9 Any question arising at a meeting of the committee is to be determined on a show of hands;
- 25.10 On any question arising at a meeting of the committee, a member of the committee (including the chairperson) has one vote only.

25.11 Written notice of each committee meeting is to be served on each member of the committee by –

- (a) giving it to the member before the day on which the meeting is to be held; or
- (b) leaving it, before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
- (c) sending it by post to the person's postal or residential address in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
- (d) emailing it to the member's email address.

## **26. Disclosure of interests**

26.1 If a member of the committee or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the committee or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the committee.

26.2 If at a meeting of the committee or a subcommittee a member of the committee or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

## **27. Subcommittees**

27.1 The committee may –

- (a) appoint a subcommittee from the committee; and
- (b) prescribe the powers and functions of that subcommittee.

27.2 The committee may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

27.3 A quorum for the transaction of the business of a meeting of the subcommittee shall be determined by the committee.

## **28. Executive committee**

28.1 During the period between meetings of the committee, the executive committee may, by majority agreement, make decisions or approve expenditure in matters of urgency connected with the management of the affairs of the Association.

28.2 The executive committee is to report on any matters decided or approved under subrule (2) to the next meeting of the committee.

## **29. Annual membership fee**

- 29.1 The annual membership fee payable by members of the Association shall be determined by the Committee.
- 29.2 For membership covering only part of the year, the committee may determine membership fees based on a pro rata schedule.

## **30. Service of notices and requisitions**

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- (a) giving it to the person;
- (b) sending it by post to the person's home or postal address;
- (c) emailing it to the person's email address or
- (d) attaching a copy to a text message sent to a person's phone.

## **31. Dispute resolution**

- 31.1 Handling of complaints shall be dealt with through an existing policy, which may be modified from time to time.
- 31.2 The committee will appoint a complaints officer to handle complaints that are referred to it. No committee member shall take part in any complaints proceeding as an adjudicator.

## **32. Seal of Association**

- 32.1 The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- 32.2 The seal is not to be affixed to any instrument except by the authority of the committee.
- 32.3 The affixing of the seal is to be attested by the signatures of –
  - (a) two members of the committee; or
  - (b) one member of the committee and the public officer of the Association or any other person the committee may appoint for that purpose.
- 32.4 If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the committee.
- 32.5 The seal is to remain in the custody of the public officer of the Association.

## **33. Dissolution**

In the event of the Association being dissolved, any amount remaining after dissolution and the satisfaction of all debts and liabilities shall be 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.

### **34. Adoption**

Originally adopted by the Association by special resolution at its Annual General Meeting held at Port Sorell on 25th March 2015.

Amended by a vote of members at the Annual General Meeting held at Port Sorell on 22nd March 2017.

Amended by vote of members at the Annual General Meeting held at Port Sorell on 21st March 2018.

Corrected copy endorsed by the Committee at the Committee Meeting held at Port Sorell on 21st January 2020.

Amended by a vote of members at the Annual General Meeting held at Port Sorell on 22 July 2020.

Amended by a vote of members at the Annual General Meeting held at Port Sorell on 24 March 2021.