

Constitution

OBERON U3A Inc

Updated June 2017

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The Constitution

1. The name of the Association shall be:

Oberon U3A Incorporated (University of the Third Age), hereinafter called the U3A.

2. The Aims and Objectives of the U3A shall be:

To provide an opportunity for retired and semi-retired people to come together within a learning/teaching framework which they themselves organise and administer to offer courses. There shall not be any accredited courses nor shall there be any pre-requisites, qualifications or examinations required.

3. The Membership

3.1. Membership shall be open to retired and semi-retired persons aged 50 or over, or other persons at the discretion of the Management Committee.

3.2. The Secretary shall ensure that a register of members of the U3A specifying the name and address of each member together with the year in which that person became a member is established and maintained. Such register shall be kept at the principal place of administration and shall be open for inspection free of charge, by any member of the U3A at any reasonable hour.

3.3. Membership of the U3A shall cease:

- When a member dies, or
- When a member resigns, either specifically in writing to the Secretary, or implicitly by not renewing membership on or before 1st February in any year

The liability of a member shall be limited to the amount of any subscription and/or fees due but unpaid at the time the member ceases to be a member.

3.4. The Management Committee may at its discretion grant honorary membership. Non-member tutors shall be listed as honorary members at the first Management Committee meeting of the academic year for twelve months.

4. Meetings of Members

4.1. The Secretary shall ensure that notice of all meetings of members, indicating the business agenda items, is given to all members at least 10 days before the meeting.

4.2. The President shall preside at all meetings of members. In the absence of the President, the Vice President shall preside. If both the President and Vice President are absent or unwilling to act, the members present shall elect a chairperson for that meeting.

4.3. The Annual General Meeting shall be held by the end of March each year, on a date determined by the Management Committee. At this meeting, reports from the President and the Treasurer shall be received. All members are eligible to attend and vote. Notice of meeting shall indicate the business agenda items, which shall include the following items:

- To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting or General Meeting held since that meeting
- To receive from the Management Committee reports on the activities of the U3A during the preceding financial year
- To receive and consider the financial statement which is required to be submitted to members pursuant to Section 26(6) of the Act
- To elect members of the Management Committee and the Public Officer.

- 4.4. Special General Meetings shall be convened by resolution of the Management Committee or by the Secretary upon receipt of a written request of not less than 5% of general members. Such a meeting shall be held within a period of one month from the date of receipt of the request. All members shall be eligible to attend and vote.
- 4.5. General Meetings shall be held at least once a year on a date nominated by the Management Committee. All members are eligible to attend and vote.

5. Quorum and Voting

- 5.1. The quorum at all meetings of members shall be 10% + 1 of members present in person. The quorum of the Management Committee shall be 50% plus one.
- 5.2. If a quorum is not present 15 minutes after the scheduled starting time of any meeting: if the meeting was called at the request of general members it shall lapse, else the meeting shall be adjourned to the same time and day in the following week, and the members attending such an adjourned meeting shall constitute a quorum.
- 5.3. All members present in person shall be entitled to one vote upon any question arising at all meetings of members. In the case of equality of votes on any question not requiring a special resolution, the chairperson of the meeting shall be entitled to exercise a second or casting vote. A majority of at least three fourths of members present in person shall be required to pass a special resolution, and the chairperson of the meeting shall not have a second or casting vote. A special resolution shall be required under rules 11, 12 and 14 only.
- 5.3.1. All Management Committee members present shall be entitled to one vote upon any question arising at any Management Committee meeting. In the case of equality of votes the chairperson of the meeting shall be entitled to exercise a second or casting vote.
- 5.4. No proxy or postal voting is allowed.
- 5.5. Electronic ballots can be conducted to determine an ordinary or special resolution if decided by the committee. A combination of voting and electronic voting at any meeting is not allowed under the Act.

6. Management Committee

6.1. The Management Committee shall be elected by members annually. All members shall be eligible to be elected to the Management Committee.

The election of Management Committee members shall take place in the following way:

- Any two Oberon U3A members shall be at liberty to nominate in writing a member to serve on the Management Committee. Such nomination shall state the office in respect of which the nomination is made, shall be signed by the two nominators and the nominee and shall be delivered to the Secretary at least ten days before the Annual General Meeting.
- The list of names of candidates shall be notified to the membership no later than 5 clear days before the Annual General Meeting. Should the number of candidates exceed the number of vacancies on the Management Committee a ballot shall be held.
- If there are not sufficient candidates nominated, nominations shall be accepted from those present at the Annual General Meeting with the verbal or written consent of the nominee. If more nominations are received than needed a ballot shall be held but only for those late nominations and not to include those previously nominated and in the hands of the secretary before the meeting.

6.2. The Management Committee shall consist of a President, Vice President, Secretary, Treasurer, Publicity Officer and at least three other members, who shall be entitled to hold office until:

- The conclusion of the next Annual General Meeting or
- The committee member's position becomes vacant in accordance with rule 6.7

A committee member shall not hold the same position continuously for more than three consecutive years. After the expiration of one year, they shall be eligible to be nominated for the previously held position.

- 6.3. The Management Committee shall administer the general running of the U3A, including finance and other matters of administration. The Management Committee shall keep in its custody or under its control all records, books and other documents relating to the U3A. Management Committee meetings shall be held at least once every second month.
- 6.4. The President shall preside at all meetings. In the absence of the President, the Vice President shall preside. If both the President and Vice President are absent or unwilling to act, the members present shall elect a chairperson for that meeting,
- 6.5. The Secretary shall record minutes of the appointment of members of the Management Committee; the names of members of the Management Committee present at all Management, Committee meetings and all meeting of members; and all proceedings at Management Committee meetings and all meetings of members.

Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting at the next succeeding meeting. The Secretary shall also perform other duties in accordance with these rules.

- 6.6. The Treasurer shall ensure that all money due to the U3A is collected and received and that all payments authorised by the Management Committee are made; and that correct books and accounts are kept showing the financial affairs of the U3A, including full details of all receipts and expenditure connected with the activities of the U3A.
- 6.7. The U3A may by resolution passed at a meeting of members, remove any member of the Management Committee before the expiration of the member's term of office and may by resolution appoint another member to hold office until the next Annual General Meeting.
 - 6.7.1. If a member of the Management Committee to whom a proposed resolution referred to above makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the U3A, the Secretary or the President may send a copy of the representations to each member of the U3A or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- 6.8. In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the U3A to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment. For the purpose of this rule, a casual vacancy in the membership of the Management Committee occurs if the member:
 - dies; or
 - ceases to be a member of the U3A; or
 - resigns office by notice in writing given to the Secretary; or
 - is removed from office under rule 6.7; or
 - is absent without the consent of the Management Committee from all meetings of the Management Committee held during a period of six months.
- 6.9. Special sub-committees may be formed at the discretion of the Management Committee e.g. tutors, fundraising, research, promotion, development etc. The sub-committees shall be responsible to the Management Committee. Each sub-committee shall consist of at least one member of the Management Committee. Other members may consist of:
 - U3A members and/or tutors exclusively
 - Individuals co-opted from the general community or within U3A. When co-opted from the general community, those persons shall be given honorary U3A membership.

The sub-committees shall report to the next Management Committee meeting following their meetings.

7. Source and Management of Funds

- 7.1. Funds may be derived from subscriptions, fees, donations, hire of U3A facilities, sale of used equipment and any other sources the Management Committee determines. All income shall be deposited as soon as practicable and without deduction into an account in the name of the U3A.

- 7.2. Cheques drawn on the account shall be signed by any two of the following: President, Vice President, Secretary and Treasurer. All payments shall be approved or ratified at a properly convened Management Committee meeting.
- 7.3. The income and property of the U3A shall be applied solely in furtherance of its objectives and no portion shall be distributed directly to the members of the U3A except as bona fide compensation for services or expenses incurred on behalf of the U3A.
- 7.4. The association's financial year will be from January to December.

8. Fees, Subscriptions, etc

All members other than Honorary Members shall pay in advance an annual membership subscription as determined by the Management Committee. The membership year shall end on January 31st in the following year. Fees may be charged for specific subjects, but only to the extent necessary to recoup the cost of equipment and/or materials used.

9. Insurance

The U3A shall effect and maintain insurance pursuant to section 44 of the Act. In addition, the U3A may effect and maintain other insurance.

10. Amendment of the Constitution

The Objects and Rules may be amended by a resolution passed at a special general meeting of members by a majority of three fourths of members present providing twenty-one days' notice has been given of the motion or amendment prior to the meeting.

11. Dissolution

- 11.1. The U3A shall not be dissolved except by special resolution passed at a Special General Meeting specifically convened for this purpose by four-fifths of members present providing 21 days notice has been given of the motion prior to the meeting.
- 11.2. In the event of dissolution the amount that remains after satisfaction of all debts and liabilities shall be transferred to another organisation with similar objectives which is not carried on for the profit or gain of its individual members.

12. Resolutions of Disputes

- 12.1. A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*
- 12.2. If a dispute is not resolved by mediation within 3 months of the referral to the Community Justice Centre, the dispute is to be referred to arbitration. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

13. Disciplining of Members

- 13.1. A complaint may be made to the Management Committee by any person that a member of the U3A has persistently refused or neglected to comply with a provision of these rules, or has persistently and wilfully acted in a manner prejudicial to the interests of the U3A.
- 13.2. On receiving such a complaint, the Management Committee shall cause notice of the complaint to be served on the member concerned, and shall give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and shall take into consideration any submissions made by the member in connection with the complaint.

- 13.3. The Management Committee may, by resolution, expel the member from the U3A or suspend the member from membership of the U3A if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 13.4. If the Management Committee expels or suspends a member, the Secretary shall, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under Rule 14.
- 13.5. The expulsion or suspension does not take effect until the expiration of the period within which the member is entitled to appeal, unless and until the U3A confirms the resolution under Rule 14, whichever is the later.

14. Right of Appeal of Disciplined Member

- 14.1. A member may appeal to the U3A in Special General Meeting against a resolution of the Management Committee under Rule 13 within seven days after the notice of the resolution is served on the member, by lodging, with the Secretary a notice to that effect. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal
- 14.2. On receipt of a notice from a member, the Secretary shall notify the Management Committee, which shall convene a Special General Meeting of the U3A to be held within 28 days after the date on which the Secretary received the notice.
- 14.3. At the Special General Meeting no business other than the question of appeal is to be transacted, and the Management Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked. If at the special General Meeting the U3A passes by a three fourths majority a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

 End of Constitution 