



UNIVERSITY OF THE THIRD AGE - HOBART INC.
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RULES OF THE ASSOCIATION

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1. Name of association

The name of the association is '**University of the Third Age - Hobart Inc.**', commonly known as U3A HOBART and hereinafter referred to as the 'Association'.

2. Interpretation

- (1) These rules are in substitution of the *Model Rules for an association* contained in the *Associations Incorporation (Model Rules) Regulations 2007* and accordingly those *Model Rules* shall not apply to the Association.
- (2) Other written documents issued by the Association as policies, by-laws or directions, howsoever described, do not form part of these rules.

3. Objects and purposes

- (1) The objects and purposes of the Association are to:
 - (a) organise and maintain a co-operative learning community for retired and semi-retired people;
 - (b) encourage the pursuit of learning without reference to entry criteria, qualifications, assessment or awards; and
 - (c) arrange for voluntary tutors and leaders.
- (2) The Association may do all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association as stated in subrule (1), including the:
 - (a) purchase, taking on lease or exchange, and the hiring or otherwise acquiring of any real or personal property;
 - (b) construction, maintenance and alteration of buildings or works;
 - (c) buying, selling and supplying of, and dealing in, goods of all kinds;
 - (d) publication of newsletters, periodicals, books, leaflets or other documents in printed, electronic or other form;
 - (e) purchase or acquisition of all or any of the property, or other assets, liabilities and undertakings of any association with which the Association is amalgamated in accordance with the provisions of the Associations Incorporation Act 1964;
 - (f) borrowing and other raising of funds, and acceptance of gifts; and
 - (g) exchanging of ideas with other universities of the third age and similar organisations both in Australia and overseas.

4. Membership

- (1) Membership of the Association is available to persons of mature age. The committee may, in any case which is considered appropriate, admit to membership any younger person. There are no other entry criteria for persons applying for membership.
- (2) No formal nomination of applicants by existing members is required and an applicant becomes a member on payment of an annual subscription and inclusion in the register of members.
- (3) If applications for membership exceed the Association's capacity to provide meaningful involvement to members, a waiting list of applicants may have to be established.
- (4) A member may resign from the Association at any time by notifying the secretary in writing whereupon the annual subscription, or part thereof, may be refunded to the former member at the discretion of the committee.
- (5) If, in the opinion of the committee, a member's conduct is detrimental to the interests of the Association, it may terminate that person's membership whereupon the annual subscription, or part thereof, may be refunded to the former member at the discretion of the committee.
- (6) The committee may, by unanimous resolution, appoint a member, with that member's consent, to be the Association's patron. An appointment as patron shall preclude the appointee from membership of the committee and continues, for the time being, until relinquished by the appointee or terminated by a majority decision of the committee.
- (7) In all other respects membership shall be non-discriminatory and no awards or distinguishing titles shall be attributed to members.

5. Subscriptions

- (1) Subscriptions payable by members in respect of the period from January to December of any year shall be determined by the committee before the end of September in the preceding year.
- (2) Any member who has not paid the applicable annual subscriptions by 1 January of the membership year ceases to be a member of the Association and therefore is ineligible to enroll for classes or vote at general meetings of the Association.

6. Committee of management

- (1) The affairs of the Association shall be managed by a committee, the '**committee**', elected each year at the Annual General Meeting.
- (2) The committee of the Association shall consist of no more than sixteen and no fewer than eight members.
- (3) The prescribed officers of the committee shall be: president, vice-president (who shall act as president in any absence of the president), treasurer and secretary.
- (4) The committee shall appoint an academic program coordinator from within their number, or from the Association's membership, whereupon the person appointed becomes a member of the committee.
- (5) The committee may, from within their number, appoint other officers for specific functions, as are required and fill any casual vacancy occurring in the officers referred to in subrule (3).
- (6) The committee shall have the power to co-opt members of the Association as ordinary members of the committee and to fill any casual vacancies occurring in ordinary members or officers on the committee.
- (7) The office of a committee member shall become vacant if the committee member ceases to be a member of the Association; or resigns office in writing addressed to the committee; or fails to attend three consecutive meetings of the committee without prior leave being granted by the committee.
- (8) The position of public officer of the Association is a statutory requirement under *section 14 of the Associations Incorporation Act 1964* which makes provision for the:
 - (a) eligibility criteria of an occupant;
 - (b) appointment to, or removal from, the position from time to time;
 - (c) circumstances in which the position becomes vacant; and
 - (d) need for the committee to appoint a replacement within 14 days when the position is vacated.
- (9) The person appointed by the committee as public officer does not become a member of the committee by virtue of that appointment alone.

7. Duties of the committee

- (1) In general, the duties of the committee are to exercise overall control and responsibility; to receive reports and formulate policy; and to approve budgets and expenditure in respect of the Association.
- (2) The committee shall have the power to define and vary the duties of all officers as circumstances demand.
- (3) The committee members and appointed officers shall act in the interests of the Association and in accordance with the decisions of the committee.

8. Meetings of the committee

- (1) Committee meetings shall be held on a minimum of six occasions in each year, at such places and times as the committee determines.
- (2) A meeting of the committee, other than a meeting referred to in subrule (1) is a special committee meeting and may be convened by the president or any 4 members of the committee. A written notice of any special committee meeting shall specify the general nature of the business to be considered and no other business shall be transacted when that meeting is held.

- (3) Notice of meetings and the business to be conducted shall be arranged by the secretary, who shall advise committee members in writing of the time, date, and place, at least seven days before the meeting. However, meetings may be convened with less notice, provided all committee members agree to the arrangements.
- (4) Written notice of meetings may be served on each committee member:
 - (a) in person; or
 - (b) by leaving it at, or posting it to, the known postal or residential address; or
 - (c) by sending it electronically by e-mail or some other means available to the committee member.
- (5) The quorum at meetings shall be seven members and must include the president or the vice-president or the treasurer or the secretary.
- (6) At each meeting the chairperson is to be the president and, in the absence of the president, the vice-president, however, in the absence of both the president and the vice-president, the members present shall appoint one of their number as chairperson for that meeting.
- (7) Committee members must disclose any conflict of interest in any matter before the committee.
- (8) Any question arising at a meeting is to be determined on voices or, if demanded by a committee member or at the discretion of the presiding officer, by show of hands.
- (9) Proxy votes on behalf of absent members are not applicable.
- (10) Any committee member, including the presiding officer, has one vote only.
- (11) Despite the previous subrule, if there is an equality of votes and the presiding officer has not exercised the deliberative vote, the presiding officer may have a casting vote.
- (12) When voting is completed and there is an equality of votes, the matter shall be resolved in the negative.
- (13) Minutes shall be recorded of proceedings at each meeting and, following confirmation at the subsequent meeting of the committee, kept in written form at the office of the Association.
- (14) Notwithstanding the provisions of this rule, with the agreement of all committee members, a meeting may be conducted by telephone conferencing or video conferencing.
- (15) The option in subrule (8) for voting by show of hands shall not apply to a meeting held by telephone conferencing.

9. Executive committee

- (1) The president, vice president, the treasurer and secretary constitute the executive committee.
- (2) The executive committee may issue instructions to committee members and Association members in matters of urgency relating to management of the Association's affairs during the periods between meetings of the committee.
- (3) The executive committee shall make a full report to the next meeting of the committee on any instructions issued under subrule (2).

10. Subcommittees

- (1) The committee may, by resolution, create one or more subcommittees to undertake or administer designated matters in pursuance of the objectives of the Association and shall appoint a person to act as chairperson of each subcommittee.
- (2) A subcommittee shall include at least two members of the committee and may include other members of the Association.
- (3) No meeting of a subcommittee shall be conducted unless there is present a quorum of no less than one half of its membership, or there are present both members if the subcommittee is comprised of only two persons.
- (4) In the absence of the subcommittee chairperson, the members present shall appoint one of their number as chairperson for that meeting.
- (5) Keeping minutes of subcommittee meetings is not required. However, each subcommittee shall provide the committee with a report on the activities of the subcommittee in writing or in such manner as the committee directs.
- (6) Any created subcommittee will lapse when its purpose has been completed or when terminated by resolution of the committee.

11. Davies Fund Subcommittee

- (1) Notwithstanding the provisions of rule 10, there shall be a standing subcommittee, titled 'Davies Fund Subcommittee', for purposes of reviewing the transactions and balances of the Fund created from the bequest by former members, the Late Maureen and Roy Davies.
- (2) The Davies Fund Subcommittee is made up of the president, who shall be the chairperson, and the treasurer, in addition to three Association members of at least 5 years standing, appointed by the committee, but who themselves are not members of the committee.
- (3) No meeting of the Davies Fund Subcommittee shall be held if there is not a quorum that includes the president or the treasurer.

12. Disclosure of pecuniary interests

- (1) If a member of the committee has a direct or indirect pecuniary interest in a matter considered, or about to be considered, at a meeting of the committee, the member is, as soon as practicable after the relevant facts come to the member's knowledge, to disclose the nature of the interest and that disclosure is to be recorded in the minutes of that meeting.
- (2) A member who has disclosed an interest under subrule (1):
 - (a) may, by a resolution of the other members present, be required to leave the meeting for the period of time that the matter, in which the member has disclosed an interest, is considered; and
 - (b) shall not be entitled to vote on the matter.
- (3) The provisions of subrules (1) and (2) apply equally to members of subcommittees except that, where no minutes are required to be kept by a subcommittee, the disclosed interest shall be reported to the committee by the chairperson of that subcommittee.

13. Annual general meetings

- (1) An annual general meeting (AGM) shall be held within three months of the end of the financial year. The secretary shall give notice of the meeting in writing to each financial member at least fourteen days before the meeting, setting out the time, date, place, and business to be transacted.
- (2) The ordinary business of an AGM is to be as follows:
 - (a) to confirm the minutes of the last AGM and of any special general meeting held since that meeting;
 - (b) to receive and consider the president's report on the previous year;
 - (c) to receive and consider the treasurer's report including the financial statements showing the Association's transactions and financial position, and the auditor's report thereon, for the previous financial year;
 - (d) to elect the officers referred to in subrule 6 (3);
 - (e) to elect other committee members referred to in subrules 6 (1) and (2); and
 - (f) to appoint the auditor for the ensuing financial year.
- (3) The AGM may consider any other special business of which written notice has been given with the notice of that AGM.
- (4) A written record is to be kept of financial members who attended the meeting.

14. Special general meetings

- (1) All general meetings other than an AGM are special general meetings.
- (2) Special general meetings may be called by the committee, or at the written request of any twenty-five financial members of the Association.
- (3) The secretary shall give written notice to each financial member at least fourteen days before the meeting, setting out the time, date, place, and business to be transacted.
- (4) Only business which appears on the notice paper shall be discussed or transacted at the meeting.
- (5) A written record is to be kept of financial members who attended the meeting.

15. Notice of general meetings

- (1) A member is deemed to have sufficient written notice of a general meeting when it is provided separately or by inclusion in a newsletter of the Association which is given to the member personally, or forwarded to the member by post, or sent electronically by e-mail or some other available means recorded in the register of members.
- (2) A notice provided to a member in accordance with subrule (1) is deemed to have been received by the member on the third business day next following the day of posting or electronic sending.

16. Voting at general meetings

- (1) At all general meetings, including an AGM, the president or any other member appointed as chairperson shall have a casting, but not a deliberative, vote.
- (2) Financial members present at the meeting shall have one vote to be exercised by voices or, if demanded by a member or at the discretion of the presiding officer, by show of hands or ballot.
- (3) Proxy votes on behalf of absent members are not applicable.
- (4) Motions put for a change to the rules of the Association, shall only be carried by a majority of three-quarters of the members present and entitled to vote.
- (5) Motions put for winding up the Association, or committing its income and property as described in subrule 21 (3), shall only be carried by a majority of two-thirds of the members present and entitled to vote.
- (6) All other business requires only a simple majority of votes to be carried, and, in the event of an equality of votes the matter shall be resolved in the negative.

17. Quorum and chairperson at general meetings

- (1) Thirty-five financial members shall constitute a quorum for an AGM or special general meeting.
- (2) If a quorum is not present within half an hour of the notified time of the AGM, the meeting shall be reconvened at a convenient time and place not more than twenty-one days later. Thirty members shall constitute a quorum for the purposes of an AGM adjourned and reconvened under this rule.
- (3) If a quorum is not present within half an hour of the notified time of a Special General Meeting, the Meeting shall lapse.
- (4) The chairperson of any general meeting shall be the president or, in the absence of the president, the vice-president. However the members at the meeting may appoint some other member to be the chairperson.

18. Election of officers and general members of committee

- (1) Nominations for officers and ordinary committee members shall be called for at least fourteen days before the AGM and must be received by the secretary at least seven days before the meeting.
- (2) Nominations are to be in writing, signed by the proposer, the seconder, and the nominee, all of whom shall be financial members of the Association.
- (3) Nominations will only be accepted verbally from a proposer, a seconder, and a nominee at the AGM if insufficient written nominations have been received before the closing date for nominations.
- (4) If written nominations for officer and general member positions are equal to or less than the vacancies that exist then the persons nominated shall be declared elected.
- (5) If written nominations for officer and general member positions exceed the vacancies that exist then the election shall be resolved by ballot with the nominees securing the most votes being elected. In the event of an equality of votes the election shall be resolved by drawing lots.

19. Financial year

The financial year of the Association is the period beginning on the 1st day of January in a year and ending on the 31st day of December in the same year.

20. Finances and banking

- (1) The committee may cause to be opened such account or accounts, in the name of the Association, with any financial institution that is a bank, a credit union or a building society, as it determines.
- (2) The treasurer of the Association shall cause any monies received by the Association to be deposited, as soon as is practicable, into an account operated by the Association.
- (3) The committee shall appoint the treasurer and three other members of the committee as persons who may authorise payments and other withdrawals from any account of the Association by:
 - (a) signing cheques or other documents that enable financial institutions to make payments as instructed by such documents; and
 - (b) accessing computerised systems that allow the balances and transactions of accounts in the name of the Association to be viewed and which can be used to give effect to electronic transfers of funds out of, or between, those accounts.
- (4) Any payment or withdrawals under subrule (3) shall be authorised by any two of the appointed committee members.

21. Income, property and payments

- (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association in accordance with rule 3 and no portion thereof shall be paid directly or indirectly to any member of the Association except by way of repayment of out-of-pocket expenses in return for services actually rendered or for goods supplied to the Association with the approval of the committee.
- (2) Except as expressly authorised by resolution of the committee, no member of the Association shall have any power to contract on behalf of, or pledge the credit of, the Association.
- (3) The committee has no power to contract on behalf of, or pledge the credit of, the Association beyond the amount of the Association's monetary assets, without a resolution passed by a two-thirds majority of all members voting at a general meeting of the Association.
- (4) The committee shall cause a budget to be prepared of estimated income and payments for each financial year.
- (5) Payments shall be subject to committee resolution or ratification, except for routine payments which have been provided for in the budget.

22. Accounting records and reporting

- (1) True accounts are to be kept of:
 - (a) all monies received and expended by the Association and the purpose in respect of which the receipt or expenditure took place; and
 - (b) the assets and liabilities of the Association.
- (2) The accounts are to be open to inspection by members of the Association subject to any reasonable restrictions as to the time and manner of inspecting the committee may impose.
- (3) The treasurer shall cause all general records and accounting records of receipts and expenditure connected with the operations and business of the Association, to be kept in the form and manner as the committee directs and those records shall be stored at such place as the committee determines.
- (4) The treasurer shall provide every meeting of the committee with a report on the financial activity and the financial position of the Association in such form as the committee directs.
- (5) After the end of each financial year the treasurer shall cause to be prepared, from the accounts, an annual financial report including statements of the Association's income and expenditure during the year and its financial position as at the end of that year. The financial report shall

include notes, explaining the basis of preparation of the statements and, where appropriate, providing further information on certain disclosures in the statements.

- (6) The annual financial report prepared in accordance with subrule (5) shall be presented to members of the Association at the AGM following the end of the financial year to which the report relates.

23. Davies Fund

- (1) A separate fund called the Maureen and Roy Davies Fund, hereinafter referred to as 'the Fund' shall be kept in respect of finances bequeathed to the Association in 2004 by former members, the Late Maureen and Roy Davies.
- (2) The Fund is to be structured and recorded in three parts as follows:
 - (a) **Bequeathed Amount** - net of disbursements, if any, made from inception to date;
 - (b) **Capital Maintenance Reserve** - created by making annual appropriations from investment earnings (equivalent to the Hobart Consumer Price Index times the total balance of the Fund) in order to maintain the overall purchasing power of the Fund at a level approximating the level pertaining at the time the bequest was received; and
 - (c) **Unappropriated Surpluses** – remaining, after approved appropriations, from earnings received over time by investing the monies comprising the Fund.
- (3) The Davies Fund Subcommittee may meet at any time at the request of any two of its members and shall meet in November of every year to:
 - (a) consider the transactions and balances of the Fund for the year to date; and
 - (b) make a written recommendation to the committee in relation to the amount, calculated on the basis of the Hobart Consumer Price Index, which is to be appropriated at the end of the year to the Capital Maintenance Reserve out of accumulated investment earnings.
- (4) The committee may make withdrawals from the Fund to supplement the costs of the Association's operations and/or outlays on equipment or facilities. Provided that withdrawal of amounts totaling more than \$20,000 in any financial year shall only be made after assent of a majority of members present and voting at a special general meeting called for that purpose.
- (5) Withdrawals under subrule (4) and any overall loss on investments in any financial year shall, subject to availability of balances in the parts of the Fund described in subrule (2), be recorded as deducted firstly from Unappropriated Surpluses; secondly from the Capital Maintenance Reserve; and lastly from the Bequeathed Amount.

24. Auditor and audit of accounts

- (1) At each AGM the members present are to appoint a person, who is qualified in accordance with requirements of the *Associations Incorporation Act 1964*, as auditor of the Association and that auditor is to hold office until the next AGM and be eligible for reappointment.
- (2) The auditor may only be removed from office by special resolution.
- (3) If an auditor is not appointed at an AGM, or a casual vacancy occurs in the office of auditor, the committee is to appoint another person as auditor for the current financial year.
- (4) The auditor is to examine the accounts of the Association for the financial year and may:
 - (a) have access to the Association's accounts, books, records, vouchers and other documents whether in written or electronic form;
 - (b) require from any member of the committee and sub-committee, and any members of the Association, such information and explanations considered necessary for the performance of the auditor's duties; and
 - (c) employ persons to assist in auditing the accounts of the Association.
- (5) Upon completion of the audit, the auditor is to issue to the members of the Association a written report as to whether in the auditor's opinion the annual financial report, including statements of the Association's income and expenditure during the year and its financial position as at the end of that year together with any notes thereto, fairly present the financial transactions during the year and financial position at the end of that year.
- (6) The auditor's report may include other matters relating to the audit and shall be provided to members of the Association, together with the annual financial report for the financial year, at the next AGM following the end of that financial year.

25. Insurance

The committee shall cause a review of insurable risks to be undertaken each year to ensure that adequate insurance cover is maintained for public risk and other potentially significant exposures.

26. Seal of Association

In accordance with the *Associations Incorporation Act 1964* the Seal of the Association shall:

- (a) be in the form of a rubber stamp having the words “University of the Third Age-Hobart Inc.” encircling the word ‘Seal’;
- (b) remain in the custody of the secretary; and
- (c) only be affixed to any document following resolution by the committee that it be so affixed, and the affixing thereof attested by the signatures of two members of the Association.

27. Office of the Association

The office of the Association shall be at such place as the committee determines.

28. Winding up

- (1) Any proposal for the winding up or dissolution of the Association shall be put as a motion to a special general meeting of members of the Association called to consider the motion which shall only be carried by two-thirds of members present and voting.
- (2) In the event of a motion under rule (1) being carried, the committee will defer action for 14 days after which, unless it has received a request, in accordance with subrule 14 (2), for a special general meeting to rescind the motion, it shall proceed to realise the Association’s assets and discharge its liabilities.
- (3) Procedures to be observed in the course of winding up an association are as prescribed in the *Corporations Act*, subject to modifications imposed by *section 32 of the Associations Incorporation Act 1964*.
- (4) Upon the winding up of the Association:
 - (a) no member shall by reason only of membership of the Association accept, receive or be entitled to any share in whole or part of the assets of the Association, and any surplus assets shall be distributed to one or more incorporated organisations having similar objects to the Association and whose rules prohibit the distribution of property and payment of income to members; and
 - (b) every person who, within the period of twelve months immediately preceding the commencement of the winding up was a member, is liable to contribute to the assets of the Association, the costs of the winding up, and for the adjustment of the rights of the contributories among themselves, such sum not exceeding one dollar (\$1), as may be required, but a former member is not liable to contribute in respect of any debt or liability contracted after ceasing to be a member.

29. Alteration to rules

- (1) These rules may only be altered by a special resolution passed by a majority of no less than three-quarters of members of the Association, entitled under these rules to vote, as may be present in person at a general meeting of which notice specifying the proposed changes to the rules by a special resolution, was given.
- (2) An alteration to the rules may be proposed by a resolution of the committee or at the written request of any twenty-five financial members of the Association.
- (3) A proposal to alter the rules must be received in writing by the secretary not less than twenty-eight days before the general meeting at which the alteration is to be considered.
