

Constitution of U3A Bay of Islands Incorporated - 2018

Contents

The Society

1. Name
2. Registered Office
3. Charter
4. Objectives
5. Powers

Definitions

6. Definitions

Management

7. Committee
8. Committee Meetings
9. Role of the Committee
10. Powers of the Committee

Membership

11. Membership

Meetings

12. Annual General Meetings
13. Special General Meetings
14. General Meetings
15. Conduct of the Meetings

Money and other assets

16. Income and Property
17. Finances

Common Seal

18. Common Seal

Altering the Constitution

19. Alterations to the Constitution

Winding Up

20. Dissolution

The Society

1 Name

1.1 The name of the society is U3A Bay of Islands Incorporated.

The society's name is often abbreviated to U3A BoI.

1.2 It was initially established as a community organisation on 28 June 1999 and constituted as an Incorporated Society by resolution of members at the Annual General Meeting held on 20 June 2016.

2 Registered Office

2.1 The Registered Office shall be the address of the Secretary, or Chair, or such other place as the Committee may determine.

3 Charter

3.1 U3A BoI is a learning community, established as an incorporated society to provide educational and activity programmes, by and primarily for mature people with a wish to enlarge their horizons and to share with others in a free and voluntary way.

4 Objectives

4.1 To establish and maintain a University of the Third Age servicing the Bay of Islands and surrounding areas, as a learning community organised by and primarily for people in the third age of their lives.

4.2 To encourage learning as an active and healthy life-style giving stimulation and development without reference to entry criteria, qualifications, assessments or rewards.

4.3 To develop social opportunities for members to study, to exercise and to enhance skills.

4.4 To maintain contacts with other U3A organisations both within New Zealand and overseas.

4.5 Pecuniary gain is not an objective of U3A BoI.

5 Powers

5.1 To further the objectives the U3A BoI may:

a) purchase, lease, take in exchange, hire or otherwise acquire of real and personal property and other rights and privileges;

b) dispose of its property as appropriate to its interests;

c) publish through appropriate traditional or digital media items such as newsletters, leaflets, pamphlets, reports, journals, websites and books and/or make and produce films, videos, audiotapes or discs;

d) organise and conduct lectures, study and interest groups, seminars and conferences and establish and conduct training courses;

e) encourage and assist in the formation of area and regional groupings of U3A organisations;

f) seek, collect and receive subscriptions, fees, donations, legacies, bequests, endowments and grants from persons, bodies or organisations desiring to promote the objectives of U3A BoI, and, through its Committee, apply such monies towards those objectives; and

g) take lawful and appropriate actions/decisions necessary and/or desirable to attain all or any of those objectives.

Definitions

6 Definitions

6.1 In this constitution

- a) The end of the financial year is 30 April.
- b) A business meeting is a Committee, Annual General or Special General meeting of U3A BoI at which formal business is conducted that may require a vote.
- c) For any of the voting entitlements a U3A BoI member is defined as anyone who is a financial member in the current financial year or was a financial member in the previous financial year if the meeting is within three (3) months of the end of the previous financial year.
- d) Majority vote means a vote made by more than half of the members who are present at the meeting and entitled to vote.
- e) Written notice means any communication by post, electronic means (including email and website posting), or advertisement in periodicals, or a combination of these methods.
- f) It is assumed that;
 - i where a masculine is used, the feminine is included;
 - ii where the singular is used, the plural forms of the noun are also inferred;
 - iii headings are a matter of reference and not part of the constitution.

Management

7 Committee

- 7.1 The management of the affairs of U3A BoI shall be vested in a committee consisting of four (4) officers and five (5) other committee members, all of whom shall be elected annually, and, as provided in clause 7.3, the immediate past Chair.
- 7.2 The Officers of U3A BoI shall be:
 - a) the Chair;
 - b) the Vice Chair;
 - c) the Secretary;
 - d) the Treasurer; and
 - e) five (5) other Committee members.
- 7.3 The elected Chair shall hold that office for no more than two (2) consecutive years, and all members of the committee shall serve for no more than five (5) consecutive years.

The immediate past Chair shall, ex-officio, be a member of the Committee, without voting rights, for one (1) year after holding office as Chair and shall not be eligible to be a committee member during the following year.
- 7.4 The committee shall be elected at an AGM and shall hold office until the conclusion of the election of officers at the next succeeding AGM.
- 7.5 Members of U3A BoI can be co-opted by the committee to serve because of their special expertise: they shall be ex-officio (non-voting) members of the committee and their term of service shall expire at the following AGM.
- 7.6 If a vacancy arises in the Committee, the Committee may co-opt a member to fill the vacancy and that committee member shall have full voting rights.
- 7.7 Nominations to the committee duly agreed by the nominee, when proposed and seconded shall be delivered in writing to the Returning Officer at least seven (7) days before the date specified for the AGM. The nominee, proposer and seconder must be financial members of U3A BoI on the date nominations close.

- 7.8 Committee members may resign office by giving not less than twenty-one (21) days' written notice to the committee.
- 7.9 If the Vice Chair, or Secretary, or Treasurer resign or become unavailable for more than one (1) month during their term of office, the Chair shall have power to appoint another member of the committee as a replacement until the next AGM.
- 7.10 The committee has the power to fill other casual vacancies, including the Chair from the membership. Such an appointee shall complete the term of office of the member he or she is replacing. In these circumstances the period up to the next AGM shall not count as time served.
- 7.11 If committee numbers are reduced to less than the quorum required by this constitution then the committee shall call a special general meeting as established by this constitution for election of replacements until the next AGM. In these circumstances the period up to the next AGM shall not count as time served.

8 Committee Meetings

- 8.1 There shall be no fewer than five (5) committee meetings a year.
- 8.2 If any members of the committee absent themselves from two (2) consecutive committee meetings without prior notification to the Chair, Acting Chair, or committee, they shall be deemed to be no longer committee members.
- 8.3 At committee meetings matters shall be decided by a simple majority of votes of the eligible committee members present. Only in the case of an equality of votes shall the Chair of the meeting have a second vote and that vote will be a casting vote.
- 8.4 In the absence of both the Chair and the Vice Chair from a committee meeting, the Chair for the meeting is to be elected by the voting members present.
- 8.5 Special committee meetings may be called at any time by the Chair or by any three (3) members of the committee upon seven (7) days' prior notice being given to all committee members with details of all matters proposed to be discussed.
- 8.6 A quorum for a Committee meeting is **five (5)** committee members.

9 Role of the Committee

- 9.1 The committee may when it deems necessary appoint sub-committees to which functions and powers, except for the power of delegation covered by this clause, may be delegated for as long as the committee determines. Sub-committees shall report back to the committee as soon as possible on actions taken under delegated powers.
- 9.2 The Secretary shall ensure that minutes are kept of all annual general, special general and committee meetings.
- 9.3 The committee shall ensure that a record is kept of all groups, group facilitators' and hosts' names and contact information and shall display this information in the U3A BoI Group Schedule.
- 9.4 The committee shall ensure that a list of current financial members' names, and contact details is kept.
- 9.5 The committee shall ensure that U3A BoI's internet and online presence is appropriately managed.

10 Powers of the Committee

- 10.1 All matters relating to U3A BoI not otherwise provided for in this Constitution shall be dealt with by the committee.

Membership

11 Membership

- 11.1 All persons who believe that they meet the description set out in the Charter may apply to become members of U3A BoI by applying to the committee on the prescribed application form. The committee may approve or decline applications at its absolute discretion.
- 11.2 By joining U3A BoI the new member agrees to abide by the constitution and by any conditions properly imposed by the committee, and to pay the annual membership subscription as determined from time to time by the AGM.
- 11.3 The committee may admit to membership, as an Honorary Member, any person who renders special services to U3A BoI. Life membership may be conferred upon a member who has rendered outstanding service to the organisation; nominations shall be considered by the committee which shall make recommendations to the membership if they see fit. Life Members, limited to three (3) at any time, and Honorary Members, limited to three (3) at any time, will not be liable for an annual subscription and shall be deemed to be paid up members.
- 11.4 The committee may impose limits on the maximum number of members of the organisation and may vary those limits from time to time, in its absolute discretion. Life Members and Honorary Members as described above shall not count toward the total number of members of U3A for the purpose of assessing whether membership is within any limit set.
- 11.5 The committee may terminate the membership of any member if the annual subscription or any other monies that are properly due to the organisation are still unpaid by the member three months after the due date of the first debt to the organisation and/or that member acts in a way which the committee considers is prejudicial to U3A BoI, or is likely to or does bring U3A BoI into disrepute.

Meetings

12 Annual General Meetings

- 12.1 The Annual General Meeting (AGM) shall be held once in each year, not later than eight weeks after the end of the financial year. At least twenty-one (21) days' notice shall be given to all members.
- 12.2 The business of the AGM shall include:
 - a) Confirming the minutes of the last AGM and of any special general meeting held after it;
 - b) Receiving and approving the Annual Report of the Chair;
 - c) Receiving and approving the Treasurer's reviewed accounts;
 - d) Appointing a financial reviewer to check the accounts;
 - e) Considering and approving the annual membership subscription for U3A BoI;
 - f) Considering and determining proposals to alter this Constitution.
 - g) Electing the members of the committee of U3A BoI;
- 12.3 A quorum for an AGM shall be not less than one fifth ($\frac{1}{5}$) of all members entitled to attend and vote.

13 Special General Meetings

- 13.1 A Special General meeting of U3A BoI may be convened at any time upon a resolution of the committee or upon a requisition signed by one fifth ($\frac{1}{5}$) or more of the members stating the object of the meeting. At least twenty-one (21) days' notice of the meeting including details of any proposed resolutions shall be given to all members.

- 13.2 A quorum for a Special General meeting shall be not less than one quarter ($\frac{1}{4}$) of all members entitled to attend and vote.
- 14 General Meetings
- 14.1 General meetings where no U3A BoI business is to be formally discussed and the taking of minutes is not required, may be organised by the committee at any time.
- 15 Conduct of the Meetings
- 15.1 The Chair shall preside over all annual general, special general and general meetings. In the absence of the Chair, the Vice Chair shall preside. In the absence of both of the aforementioned, a chair shall be selected by and from those committee members in attendance. In the event that no committee members are present, the eligible members of U3A BoI in attendance may elect by simple majority vote, one of their number to chair the meeting.
- 15.2 Each member of U3A has the right to one vote on each motion that has been formally proposed and seconded at annual general or special general meetings.
- 15.3 All matters except for changes to the constitution shall be decided by a simple majority vote. Only in the case of an equality of votes shall the chair of the meeting have a second vote and that vote will be a casting vote.
- 15.4 Voting on changes to the constitution is governed by Clause 19 Alterations to the Constitution.
- 15.5 At the discretion of the Chair, except where directed otherwise by a resolution of the meeting, voting at meetings shall be by voice, show of hands or secret ballot. There shall be no provision for proxy votes.

Money and other assets

- 16 Income and Property
- 16.1 Money or other assets means any real or personal property or any interest therein owned or controlled to any extent by U3A BoI.
- 16.2 All of the income and property of U3A BoI shall be applied solely towards the objectives of U3A BoI and none of it shall be paid or transferred in any way to its committee members, except as provided by the constitution.
- 16.3 Payment in good faith of reasonable expenses to any servant of the society (other than a committee member) may be made and repayment of out of pocket expenses properly incurred by members including committee members in the course of the work of the U3A BoI may also be made.
- 16.4 The organisation does not have the purpose of making a profit for a proprietor, member or shareholder, and prohibits a distribution of property in any form to a member, proprietor or shareholder; and has a constitution that prohibits a distribution of property in any form to a member, proprietor or shareholder.
- 17 Finances
- 17.1 All costs, charges and expenses authorised by the committee incidental to the management of U3A BoI may be defrayed from the funds of the organisation.
- 17.2 The Treasurer shall keep records of all money received and expended on behalf of U3A BoI and shall prepare and publish the Financial Statement and the Reviewer's report for discussion at the AGM. All monetary transactions shall be made through properly authorised accounts in accordance with the requirements and direction of the committee.

- 17.3 The committee shall appoint four (4) of its members as the authorised signatories for all monetary transactions. Any two of the four must sign to authorise each transaction.
- 17.4 No committee member shall be held responsible for any loss caused by his or her action, or by the action of any agent employed by that member or other committee members on behalf of the organisation, if such action is properly authorised, is carried out in good faith within the confines of the authorisation, and if no fraud or wrong doing on the part of the committee member, is involved.
- 17.5 Approval of an AGM or special general meeting is required for any expenditure for any item or group of items over the sum of \$1000 (one thousand dollars).

Common Seal

18 Common Seal

- 18.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 18.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chair and countersigned by the Secretary or a member of the Committee.

Altering the Constitution

19 Alterations to the Constitution

- 19.1 This Constitution may be amended with the assent of not less than two thirds ($\frac{2}{3}$) of those members present and voting at an annual general or special general meeting. Twenty-one (21) days' notice shall be given to members stating the intention to put forward such a resolution provided, however, that any alterations to the constitution of U3A BoI do not change Clause 3 Charter.
- 19.2 No additions to or alterations of the aims, personal benefit clause or winding up clause shall be made which affect the non-profit body status of the organisation. The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

Winding Up

20 Dissolution

- 20.1 U3A BoI may at any time be wound up by a resolution to that effect carried by a simple majority of members present and voting at a special general meeting convened for that sole purpose. However, this winding-up resolution shall become effective only if and when it is confirmed by a resolution carried by a simple majority of members present and voting at a further special general meeting convened for that purpose and held not earlier than thirty (30) days after the initial meeting.
- 20.2 In the event that U3A BoI is wound up, after all its liabilities have been met any surplus assets shall be handed over to a body or bodies with objectives similar to those of U3A BoI, or to such charity or charities, as may be selected by the final winding up meeting.

Closed