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UNIVERSITY OF THE THIRD AGE
THE UNIVERSITY OF WESTERN AUSTRALIA INCORPORATED

CONSTITUTION

April 2011
Reprinted September 2003 with amendments of
1993/1994/1999/2001/2002/2003/2007/2008/2009/2011

INDEX

1. TITLE	1
2. Interpretations and Purposes	1
3 Objects and Purposes	1
3.1 The Aim	1
3.2 Intentions	2
3.3 Limitations	2
4. MEMBERSHIP	2
4.1 Qualifications	2
4.2 Enrolment	2
4.3 Transfer of Membership	2
4.4 Categories of Membership	2
4.5 Subscriptions	2
4.6 Membership Year	2
4.7 Financial Year.....	2
4.8 Suspension and Expulsion	2
4.9 Resignation	3
4.10 Rights of Membership Personal	3
5. REGISTER OF MEMBERS	3
6. POWERS OF THE ASSOCIATION.....	3
7. COUNCIL	3
7.1 Name	3
7.2 Management of Affairs	3
7.3 Duty of the Council	3
7.4 Membership	3
7.5 Election or Appointment of Members	4
7.6 Term	4
7.7 Officers	4
7.8 Powers	4
7.9 Vacation of Office.....	4
7.10 Casual Vacancies	5
7.11 Quorum and Procedures	5
8. MEETINGS	6
8.1 General Meeting	6
8.2 Notice	6
8.3 Quorum.....	6
9. REGIONS	7
9.1 Regions	7
9.2 Regional General Meetings	7
9.3 Regional Committees/Regional Delegates	7
9.4 Regional Officers	7
9.5 Quorum and Procedures	7
10. FINANCES	8
11. ACCOUNTS	8
13 PATRONS	8
14 COMMON SEAL	8
15 RECORDS AND DOCUMENTS	8
15.1 Retention	8
15.2 Inspection	9
16. DISSOLUTION	9
17. STANDING ORDERS	9
18 AMENDMENT	9

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1. TITLE

THE UNIVERSITY OF THE THIRD AGE THE UNIVERSITY OF WESTERN AUSTRALIA
INCORPORATED and permitted abbreviation U3A (UWA)

2. INTERPRETATION

2.1 Definitions

“Association” means the incorporated association described at Clause 1 of this Constitution.

“President” means the president of the Association

“Council” means the members from time to time recorded in the Register as ordinary members.

“General Secretary” means the secretary of the Association

“Register” means the register of members and office bearers referred to in clause 5 of this Constitution and includes any sub-register used in conjunction with the Register.

“Region” means a region being a division of the Association as determined in accordance with clause 9 of the Constitution.

“Special Resolution” means a resolution passed by a majority of not less than 75% of the members of the Association who vote in person or by proxy or postal vote at a General Meeting which notice specifying the intention to propose the resolution has been given in accordance with this Constitution.

“Treasurer” means the treasurer of the Association.

2.2 Further Interpretation

2.2.1 Words importing the singular include the plural and vice versa

2.2.2. Words importing the male gender include the female gender.

2.2.3 Reference to a member unless the context otherwise requires is a reference to all members whether ordinary or otherwise.

2.2.3 Reference to a person unless the context otherwise requires is a reference to a natural person.

2.2.4. Headings are inserted for guidance only and shall not be used in the interpretation of the Constitution.

2.2.5 The Term “University” in the title implies an association for the exchange and furtherance of knowledge which is valued for its own sake, rather than the usual quotation of a structured, degree granting tertiary-level educational institution.

2.2.6. The term “Third Age: refers to the whole phase of a person’s life when occupational and domestic demands have decreased leaving more time for the leisurely acquisition and enjoyment of learning.

2.2.7. The term “affiliation” refers to a co-operative association between autonomous bodies, which have analogous membership criteria, aims and intentions

3. OBJECTS AND PURPOSES

The objects and purposes of the Association are:

3.1 The Aim

The Association aims to offer its members opportunities to interact through learning and teaching, without distinction between those who learn and those who teach, and thereby to foster the intellectual, cultural and creative abilities of its members.

3.2 Intentions

3.2.1 To develop in its members the confidence and ability to exchange knowledge, ideas and experience.

3.2.2. To develop contacts for the exchange of ideas, information and resources with other universities of the third age and organisations, whether national or worldwide, with similar or related aims and intentions and, where appropriate, affiliate with them.

3.2.3 To extend acceptance of the aims and ideal of the Association throughout Western Australia and consider offering affiliation to emergent groups with similar or related aims and intentions.

3.2.4. To foster a continuing constructive relationship with The University of Western Australia.

3.3. Limitations

- 3.3.1 The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of the property or income may be paid or otherwise distributed directly or indirectly to members of the Association except in good faith in the promotion of these objects or purposes.
- 3.3.2 The Association shall be non political, provided that nothing shall impede the discussion or study of political matters.
- 3.3.3. The Association shall offer no form of qualification or mark of achievement and shall require no educational, technical, professional or other formal qualification as a condition of membership.

4. MEMBERSHIP

4.1 Qualifications

- 4.1.1. Any person over the age of 50 years and a resident of Western Australia shall be eligible for ordinary membership of the Association.
- 4.1.2. Subject to formal approval of the Council residents of Western Australia who are younger than 50 years may be admitted to ordinary membership.

4.2 Enrolment

On enrolment Ordinary Members shall be assigned to a Region according to their normal place of residence unless the applicant specifically requests assignment to a different Region.

4.3 Transfer of Membership

A member may transfer from one Region to another on giving written notice to the General Secretary.

4.4. Categories of Membership

- 4.4.1 The categories of membership to other than ordinary membership shall be determined by the Council and shall be subject to confirmation at the next following annual general meeting by a majority of those members present and eligible to vote.
- 4.4.2 Notwithstanding anything in clause 4.4.1 the grant of an honorary life membership shall require a two thirds majority of the members present at an annual general meeting and eligible to vote.

4.5. Subscriptions

Subscriptions and other amounts to be paid by members shall be determined from time to time by the Council.

4.6 Membership Year

The membership year shall be from the first day of January to the last day of December in each calendar year.

4.7. Financial Year

The financial year shall conform with the membership year for which the membership fee is due.

4.8 Suspension and Expulsion

- 4.8.1. The Council shall have the power to suspend, or expel, any member whose conduct in the opinion of the Council is detrimental to the Association after due and proper consideration of written direct evidence and the written submission of the member concerned to the Council.
- 4.8.2. Any member disciplined under clause 4.8.1 shall have the right to appeal to the next general meeting the decision of which shall be final.
- 4.8.3. Voting at a general meeting on matters concerning the suspension or expulsion shall be by secret ballot and shall require a two thirds majority of those members present and eligible to vote to overturn the decision of the Council.

U3A (UWA)

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4.9 Resignation

A member may resign in writing to the Council, which resignation shall be accepted and the name of the member removed from the Register.

4.10 Rights of Membership Personal

The rights and privileges of every member shall be personal to that member and shall not in any manner be transferable by his own act or through any other person on his behalf or by operation of law.

5. REGISTER OF MEMBERS

5.1 The custody of records, books, documents and securities of the incorporated Association will be held by us in the U3A(UWA) Inc. office.

5.2 The General Secretary shall keep and maintain a Register of members and office bearers of the Association and regions at the office of the Association and shall enter in that Register the:

- a) names and addresses of members and office bearers
- b) the type of membership held by each members; and
- c) the date of admission of each member
- d) the Region to which that member is assigned
- e) the date of appointment or election to offices held.

5.3 If the Council is satisfied that a member has ceased to be interested in the affairs of the Association or the address of such member is not known to the Council the Council may direct the General Secretary to remove the person from the Register and shall not be required to give any reason for such removal provided however the Council may re-instate such person to membership at the request in writing of that person.

5.4 The Register shall be open to members to inspect at the office of the Association.

6. POWERS OF THE ASSOCIATION

The Association has power to do all things necessary, conducive or incidental for carrying out its objects.

7. COUNCIL

7.1 Name

The committee of management of the Association shall be known as the Council.

7.2 Management of Affairs

Subject to this Constitution the management of the affairs of the Association is vested in the Council.

7.3 Duty of the Council

The duty of the Council is to carry corporate responsibility for the good management of the Association in accordance with this Constitution and with the wishes of a majority of members as represented through their elected delegates.

7.4 Membership

Membership of the Council shall comprise:

- a) The Association's President
- b) One delegates from each Region
- c) One delegate nominated from time to time by the Director, University Extension, The University of Western Australia.

7.5 Election of Members

- 7.5.1 The President shall be elected at an annual general meeting of the Association and may be any member of the Association and upon election shall be ineligible to hold office at regional level.
- 7.5.2. Nominations for the position of president are to be received by the General Secretary no later than ten days prior to an Annual General Meeting. A call for nominations shall be included in the notice to members required under the provisions of paragraph 8.2
- 7.5.3 Each Regional Delegate shall be elected at a regional annual general meeting in accordance with this constitution.

7.6 Term

Subject to this Constitution:

- i. The President shall be elected for a term between two successive Annual General Meetings. No member may occupy the position of President for more than two years consecutively.
- ii. At the Annual General Meeting following his election the President shall vacate the chair prior to the election of Officers and the Deputy President or, in his absence a Vice President, shall call for nominations for the position of President. The Association shall then elect its President.
- iii. Regional delegates shall not take office as Councillors until the first Council meeting after the Association's Annual General Meeting at which their delegacies are ratified.
- iv. The University Extension delegate shall remain a Councillor for whatever term the Director of University Extension may determine.

7.7. Officers

7.7.1 Officers of the Council shall be:

- a) The President
- b) The Deputy President and two Vice-Presidents
- c) The General Secretary
- d) The Treasurer

7.7.2 The Deputy President, Vice-Presidents, General Secretary and Treasurer shall be appointed at the first Council meeting following the Annual General Meeting. Should it not be possible to fill these positions from the delegates then Council has the power to co-opt a financial member to fill the required position.

7.7.3 The Council may from time to time co-opt such other officers as it sees fit but unless these appointees are regional delegates of the University Extension Delegate they shall have no vote within the Council. Co-opted members shall serve as Councillors until the next following Annual General Meeting.

7.7.4 Councillors may not hold more than one office at the same time except in the case of Vice-Presidents who may each hold one other office other than General Secretary or Treasurer.

7.7.5 At the first meeting of the Council following the Annual or as soon as practicable thereafter the Council shall appoint an Auditor to audit the accounts of the Association for presentation to the next Annual General Meeting.

7.8. Powers

The Council may exercise all powers of the Association as are not by this Constitution required to be exercised by the Association in general meeting subject to such resolutions as may be prescribed by the Association in general meeting and without prejudice to the generality of the foregoing shall have power to deal with all or any of the following things.

- i. To pay to any servant of the Association any gratuity for faithful and diligent service as to them seems fit.
- ii. To fix from time to time the rates and intervals of subscriptions payable to the Association by the members
- iii. In accordance with clause 4.8 suspend or expel any member

- iv. To enter into and accept any lease or tenancy of premises or any furniture goods and effects to enable the activities of the Association to be carried on for such time on conditions and at such rent as it may deem expedient.
- v. To draw make accept endorse and issue negotiable securities or instruments of whatever kind or nature and to determine by which person such negotiable securities or instruments shall be signed or endorsed.
- vi. To take and defend all legal proceedings by or on behalf of the Association and to appoint all necessary Attorneys for such purpose.
- vii. To adopt a seal for the Association.
- viii. To purchase or otherwise acquire any books equipment newspapers periodicals films tapes visual and audio recordings computer hardware and software and dispose of them as they may think fit.
- ix. To determine from time to time the conditions on which and times when members may use the premises or property of the Association or any part of parts thereof.
- x. To determine what persons (if any) not being members of the Association shall be allowed to use the premises or property of the Association or any part of parts thereof.
- xi. To regulate and control its own meetings and the transaction of business thereat.
- xii. To appoint an honorary auditor
- xiii. To do and perform any other act matter or thing in connection with or relative to the management of the Association as shall not by these rules require to be done by the

Association in general meeting.

7.9 Vacation of Office

7.9.1 The office of any Councillor should be vacated if the Councillor:

- i. Without the consent of the Association in general meeting holds any office of profit under the association;
- ii. Becomes bankrupt or makes any assignment or composition for the benefit of his creditors.
- iii. Becomes a patient or an incapable person or suffers a mental disorder or mental illness within the meaning of the terms of the Mental Health Act.
- iv. Resigns his office by notice in writing to the Association.
- v. Unless he has requested and been granted leave of absence by the Council does not attend 50% of the ordinary meetings the Council held each year provided that the General Secretary shall notify the Councillor of his absences over the period and state that under this rule nonattendance at the next meeting of the Council shall be deemed to be notice of resignation of office; or
- vi. Except in the case of the University Extension Delegate, ceases to be a member of the Association.

7.9.2 With the concurrence of the Region concerned, the Association in general meeting may by resolution remove any Councillor with the exception of the University Extension Delegate before the expiry of his period of office, thereby creating a casual vacancy, which may be filled as under clause 7.10.1.

7.10 Casual Vacancies

7.10.1 Any casual vacancy arising in the office of a Councillor may be filled by the election of another member to the office of delegate by the Region whose delegate vacated office. In the case of the University Extension Delegate, the vacancy may be filled by the nominee of the Director, University Extension.

7.10.2 In the event of the chair falling vacant the Deputy President shall automatically assume the presidency and the Region so deprived of a delegate shall be asked to elect another delegate.

7.11 Quorum and Procedures

7.11.1 The Council may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit.

7.11.2 Questions arising at any meeting shall be decided by a majority of votes of the Councillors present.

7.11.3 Each delegate named in clause 7.4 shall have the right to a single vote on matters being considered by the Council. In the case of an equality of votes the President shall have a second or casting vote. Co-opted members shall not be entitled to vote.

- 7.11.4 A meeting of the Council may be requisitioned at any time by the President or by not less than three Councillors. The General Secretary shall act upon such requisition to summon a meeting of the Council giving reasonable notice,
- 7.11.5 The Council shall meet not less than seven times between Annual General Meetings and there shall be no more than two months between meetings.
- 7.11.6 The quorum necessary for the transaction of business of the Council shall comprise not less than 51% of the Councillors entitled to vote on its deliberations.
- 7.11.7 If at any meeting the President, Deputy President or any Vice President is not present within five minutes after the time appointed for holding the same the Councillors present may choose one of their number to be the chairman of the meeting.
- 7.11.8 The Council may delegate any of its powers to committees consisting of such Councillors and co-opted members as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to the regulations that may be imposed on them by the Council.
- 7.11.9 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present but in the case of an equality of votes the chairman shall have a second or casting vote.
- 7.11.10 A committee may elect a chairman of its meetings. If no such chairman is elected or if at any meeting the chairman elected is not present within five minutes after the time appointed the members present may choose one of their number to be chairman of the meeting.
- 7.11.11 All acts done by any meeting of the Council or of a committee as aforesaid or by any person acting as a member of either shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Councillors, member of a committee or person acting as aforesaid or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council or committee as the case may be.
- 7.11.12 Without prejudice to the general powers conferred by these rules it is hereby expressly declared that the Council shall have power to determine who shall be entitled to sign on the Association' behalf bills note receipts acceptances endorsements cheques released contract
- 7.11.13 A resolution signed by all Councillors shall be as valid and effectual as a resolution passed by the Council at a meeting of the Council duly called and constituted.

8. MEETINGS

8.1 General Meetings

- 8.1.1 The Association shall hold a general meeting to be called the "Annual General Meeting" at least once in every calendar year, on a date between 15 March and 15 April unless otherwise adjourned under clause 8.3. All other general meetings shall be called "extraordinary general meetings".
- 8.1.2 Business to be resolved at an annual general meeting shall include the election of President, the naming of Councillors, the adoption of accounts and other matters to be specified on the agenda.
- 8.1.3 The Secretary shall on the requisition in writing of:
- a) the Council after passing a resolution to that effect; or
 - b) not less than 10% of the total of Ordinary Members registered as such at the date of the deposit of the requisition, convene a general meeting of the Association as soon as practicable but, in any case, not later than 1 month after the date of deposit of the requisition.

8.2. Notice

A meeting of the Association shall be convened by notice in writing of not less than 21 days, and not more than 42 days, to the ordinary members of the Association either by inclusion with an appropriate U3A (UWA) Inc. Newsletter or by ordinary mail addressed to the address of each member shown in the Register and shall specify the place, the day and hour of the meeting and the general nature of the business to be transacted at the meeting and any motion for a special resolution.

8.3 Quorum

The Quorum of a General Meeting shall be not less than 10% of the registered ordinary members. If within 30 minutes of the time appointed for a general meeting no quorum shall be present the meeting shall be adjourned until the same time on the same day of the following week at which adjourned meeting no quorum shall be necessary and the agenda shall be unaltered.

9. REGIONS

9.1 Regions

A Region is a division of the Association located within a geographical area defined by the Council from time to time for the convenience of members resident with that area. Such other members as are not resident in that area but who choose to be assigned to that Region shall be included in that Region's membership roll.

9.2 Regional General Meetings

- 9.2.1 Each Region shall hold an annual general meeting to be called the regional annual general meeting between the beginning of November and the end of February in the following year unless otherwise adjourned under clause 9.2.4.
- 9.2.2. Regional extraordinary general meetings shall be convened by: (a) resolution of the regional committee; or (b) by requisition of 20 members or 20% of the Ordinary Members assigned to the Region, whichever is the less at the date of deposit of the requisition.
- 9.2.3. Notices of regional annual extraordinary meetings shall be issued in the manner specified in clause 8.2 to Ordinary Members assigned to the Region on a date on which the meeting was convened.
- 9.2.4. The quorum for a regional general meeting shall be 20 members or 20% of the Ordinary Members assigned to the Region whichever is the less. If within 30 minutes of the time appointed for a general meeting no quorum shall be present the meeting may be adjourned until the same day at the same time of the following week at which adjourned meeting no quorum shall be necessary and the agenda shall be unaltered.

9.3 Regional Committees and Regional Delegates

- 9.3.1 At its regional annual general meeting the region shall elect a regional committee and one regional delegate, voting being restricted to ordinary members shown on the Register as being assigned to that Region 21 days prior to the advertised date of the meeting
- 9.3.2 Members of the regional committee shall, subject to this Constitution, serve for a term between successive regional annual general meetings.

9.4 Regional Officers

- 9.4.1 Officers of the regional committee shall be:
- a) a chairman
 - b) a vice-chairman
 - c) a secretary
 - d) a treasurer
 - e) a programme coordinator
 - f) not less than two other elected members assigned to the Region.
- 9.4.2 The membership of the regional committee shall include one delegate elected to the Council and one proxy delegate.
- 9.4.3 A regional committee member may hold not more than two offices of the regional committee simultaneously.
- 9.4.4. Additional members assigned to the Region may be co-opted from time to time. Such co-opted member may serve as committee members until the next following regional annual general meeting. At no time may the number of co-opted committee members exceed two.
- 9.4.5. No member may hold the office of chairman for more than two years consecutively.

9.5 Quorum and Procedures

- 9.5.1 A regional committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- 9.5.2 The regional committee shall meet not less than four times between consecutive regional annual general meetings.
- 9.5.3. A quorum for a regional committee shall comprise not less than four of its elected members.

10. FINANCES

All monies received by, or on behalf of, or as a result of the activities of the Association shall be deposited by the Treasurer in the Association's bank account and shall as to capital and income be expended as the Council shall think fit for the promotion of the objects of the Association.

11. ACCOUNTS

11.1 The Treasurer shall cause proper accounts to be kept with respect to:

- 1) all sums of money received and expended by the Association and the manner in which the receipt and expenditure takes place;
- 2) all sales and purchases of goods by the Association; and
- 3) the assets and liabilities of the Association.

11.2 The accounts shall be kept;

- 1) In accordance with recognised procedures, satisfactory to the auditor; and
- 2) At the registered office of the Association or at such other place or places at the Council thinks fit and shall always be open for inspection by the Councillors.

11.3 The Treasurer shall submit the accounts for audit at 31 December in each year.

11.4 The Treasurer shall cause to be prepared and to be laid before the Association's Annual General Meeting an income and expenditure statement and balance sheet of the Association and the auditors certificate and report.

11.5 A copy of all financial statements as are to be presented to the Association in general meeting shall be sent to the Ordinary Members of the Association with any notice if general meeting under clause 8.2

11.6 A failure to comply with clause 11.5 shall not invalidate any notice given under clause 8.2

12. TRUSTEE

One or more trustees may be appointed by resolution of a general meeting of the Association for a specific purpose such as keeper of the common seal. Appointment as a trustee shall not preclude an Ordinary Member from election to office within the Association, nor shall the holding of an office disbar a member from appointment as a trustee. A trustee need not be a member of the Association.

13. PATRONS

On recommendation of the Council and ratification by the members in general meeting distinguished citizens may be invited to be patron or vice-patron of the Association.

14. COMMON SEAL

14.1 The common seal of the Association is engraved with the name of the Association shall be entrusted to the care of the trustee appointed for this purpose.

14.2 The common seal shall not be used on or affixed to any deed or other document except pursuant to a resolution of the Association or Council and in the presence of the President or Deputy President of a Vice-President of the Council and two other elected regional delegates of the Council all of whom shall subscribe their names as witnesses to the application of the common seal.

15. RECORDS AND DOCUMENTS

15.1 Retention

15.1.1 The following records and documents shall be preserved for the periods and be open to inspection by the parties as indicated:

- a. Books of accounts and supporting documents. 5 years Councillors
- b. Lecture tapes and summaries 3 years Members
- c. Documents of historical interest including
- d. Minutes of all Council Meetings and sub committees Indefinitely Members

15.1.2 At the end of the times indicated above the documents and records shall either be retained for a further period or disposed of in accordance with the resolution of the Council.

15.2 Inspection

This Constitution, the Standing Orders and the Register of the Association shall be maintained in an up to date condition at the office of the Association and shall be open to inspection by members who may take a copy or extract of the Constitution, the Standing Orders or Register.

16. DISSOLUTION

16.1 The Association may be wound up voluntarily by special resolution of the Association.

16.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, the same must not be paid or distributed among the members or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

16.3 In default of the resolution regarding payment transfer or distribution of the Association's surplus assets the matter shall be determined by a Judge at the District Court of Western Australia.

17. STANDING ORDERS

17.1.1 The Council may from time to time promulgate standing orders not inconsistent with this Constitution in respect of matters concerning the day to day management of the Association. All standing orders shall be subject to ratification by the Association at the next following annual general meeting.

17.1.2 Where a standing order is disallowed by the Association in general meeting any act or omission in respect of the standing order shall be valid and effectual irrespective of the disallowance.

18 AMENDMENT

18.1 Subject to this clause this Constitution may be amended by special resolution of the Association.

18.2 A simple majority of a quorum of the Council or of members assigned to a Region present at any regional general may requisition a general meeting of the Association to amend this Constitution. At least 31 days shall elapse between the deposit of the requisition with the Chairman of the proposed changes and the day of the general meeting call pursuant to the requisition.