

CONSTITUTION

of

U3A MEADOWBANK INCORPORATED

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(NB: This constitution was altered in July 2021 and subsequently sent to the Registrar of Incorporated Societies. Society number 1120976)

THE CONSTITUTION OF U3A MEADOWBANK INCORPORATED.

The U3A Meadowbank constitution was originally ratified 20 November 2000 and registered on 5 March 2001 with the Registrar of Incorporated Societies. Society number 1120976. An alteration was made in 2018 and subsequently sent to the Registrar in October. This edition was approved at a Special General Meeting, 19 July 2021

1. NAME

1.1 The name of this Society shall be "U3A Meadowbank Incorporated" hereafter called "The Society" (The title of "U3A" is derived from the words "University of the Third Age")

2. AIMS AND OBJECTS

2.1 The aims and objectives of the Society are to advance the education and interests of people in or near the Meadowbank-Orakei area, particularly the middle-aged and older people.

2.2 The activities of the Society shall be directed primarily to furthering study by providing a forum for fellowship, the development of acquaintance, and the active participation in the Society's activities at a minimum cost to members.

2.3 In implementing the Society's objects the Committee may take such steps as it considers necessary to achieve these aims provided that no financial commitments are made that exceed the Society's funds.

2.4 The Society shall be non-political and non-sectarian.

2.5 The Society shall not be, nor be seen to be, a fund-raising organisation.

2.6 The Society shall assist and encourage the formation and operation of other U3A Societies in New Zealand.

2.7 The Society shall create an institution where there is no distinction between those who teach and those who learn, and the activity is voluntary, freely offered by the members.

3. MEMBERSHIP

3.1 Membership shall be open to all persons who are interested in supporting the Aims and Objects of the Society subject to the approval of the Committee and upon payment of annual subscriptions as determined by the Committee, provided they agree to abide by any conditions properly imposed by the Committee. Membership Application shall be on the prescribed form.

3.2 Membership entitles all members to participate in Group activities, subject to numbers, and it is expected that all members (excepting Honorary members) shall join and actively participate in at least one Group of the Society each year.

3.3 Membership shall cease upon resignation in writing to the Secretary.

3.4 The Committee may terminate membership if:

a) there is money owing to the Society in respect of membership or other fees after a final date set by the Committee, provided that reasonable efforts have been made to inform the member of the default and its consequences.

b) in the opinion of the Committee a member acts in any way which is prejudicial to the Society or could bring it into disrepute.

3.5 The Committee may admit to membership as a non-voting Honorary Member any person who is not a member of U3A but who has rendered special services to the Society.

3.6 The Committee may impose limits on the maximum number of members of the Society and may vary those limits from time to time, in its absolute discretion.

3.7 The Committee may offer Life membership to a member of U3A who has given outstanding service to the Society. Life members and their spouses who are also members of Meadowbank U3A do not pay an annual subscription but still retain voting rights

4. MANAGEMENT

4.1 The Society shall be managed by a Committee of at least eight and no more than twelve elected members. The Committee shall have the power to co-opt further Committee members as deemed necessary and to fill vacancies from the general membership.

The immediate Past-President shall, ex-officio, be a member of the Committee.

4.2 Nominations to the Committee duly agreed to by the nominees shall be proposed and seconded and delivered in writing to the Secretary no later than two weeks prior to an Annual General Meeting. If less than eight nominations have been received by the due date, nominations shall be accepted from the floor at the Annual General Meeting.

4.3 The President, Vice-President, Treasurer, Secretary and other members of the Committee shall be elected at an Annual General Meeting and shall take office at the conclusion of that meeting.

4.4 The Executive Officers shall be the President, Vice-President, Treasurer and Secretary, The Committee shall allocate all other responsibilities.

4.5 The President shall serve for no more than two years. A retiring Immediate Past-President shall not hold any other Executive office for at least one year. Committee members may serve for two years but at least three of them shall retire each year. Executive Officers shall retire each year but be eligible for re-election.

4.6 A quorum of the Committee shall be a minimum of five members.

4.7 A Committee member may resign office by giving notice in writing to the Secretary.

4.8 The Secretary shall ensure that minutes are kept of all Committee meetings, circulated as soon as practicable, and approved at each subsequent meeting of the Committee.

4.9 The Committee shall, as it deems appropriate, publish regularly, and circulate to members, a newsletter dealing with the affairs of the Society.

5. ANNUAL AND SPECIAL GENERAL MEETINGS

5.1 The Annual General Meeting shall be held each year on a date, time and place to be fixed by the Committee, but no later than eight weeks from the end of the financial year. At least twenty-one (21) days' notice shall be given to members by meeting announcements and the Society's Newsletter. A quorum shall consist of two-fifths (40%) of all paid-up members.

The business of the Annual General Meeting shall include:

- a) receiving and approving the Annual Report of the President.
 - b) receiving and approving the Treasurer's Report and the reviewed annual accounts for the year.
 - c) appointing a reviewer for the accounts for the forthcoming year.
- election of Executive and other Committee members.

5.2 A Special General Meeting may be convened at any time by a resolution of the Committee or by a requisition signed by two – fifths (40%) or more of **paid-up** members. Notice of the resolution giving reasons for the meeting shall be given in writing to all members, at least twenty-one (21) days before the date of the meeting. There shall be a quorum when two-fifths (40%) of paid-up-members are present.

5.3 The President shall preside over any Committee or General Meeting. In the absence of the President the Vice-President or any Committee member elected by the Meeting shall preside. The Chairperson of the meeting shall have a casting vote.

5.4 Annual and Special General Meetings may, subject to compliance with Rule 5.5 hereof, be held wholly or partly by electronic means.

5.5 In the event of such a meeting being held wholly or partly by electronic means, the Committee, by a majority, must have first decided:

- a) on reasonable grounds, that in the circumstances prevailing at the time, it is not practicable to hold the meeting by other means.
- b) all members have a reasonable opportunity to vote and participate in the meeting.
- c) no member will suffer a material detriment.
- d) this Constitution will be substantively complied with.
- e) a record of such electronic communications will be retained until the acceptance and confirmation of the minutes of such meeting at the next Annual General Meeting.

5.6 Voting at such meetings shall be by:

- a) voice or
- b) secret ballot or
- c) show of hands (at the discretion of the Chairperson) or
- d) when held in accordance with Rule 5.5, either wholly or partly by electronic communications.

5.7 For the purposes of clarity, all notices, whether relating to Annual Meetings, Special General Meetings or otherwise, may be given to members by electronic means.

6. ALTERATION TO THE RULES

6.1 These rules may be amended by a resolution of a two-thirds majority of paid-up members present and voting at a Special General Meeting of which at least 21 days' notice has been given specifying the amendment proposed, PROVIDED that no addition to, or alteration or rescission of the rules shall be approved if it affects the pecuniary income clauses (7.5) and (7.6) or the dissolution clause (10.1).

7. FINANCE

7.1 The financial year of the Society shall end on 30th September in each year or on such other date as determined by the Committee.

7.2 All proper costs, charges and expenses incidental to the management of the Society may be defrayed from the funds of the Society.

7.3 The Treasurer shall keep account and prepare a statement of all monies received and expended on behalf of the Society for each Committee meeting and shall prepare and publish such duly reviewed accounts at the Annual General Meeting. All monetary transactions shall be made through accounts properly authorised by the Committee.

7.4 All accounts for payment must be approved by the Committee. Payments may be authorised to be made by cash, direct debit or electronic funds transfer, by nominated members of the Executive.

7.5 All income and property of the Society shall be applied solely towards the Aims and Objectives of the Society and none of it shall be paid or transferred in any way to its Committee members except that the repayment of legitimate out-of-pocket expenses incurred during their work for the Society may be reimbursed. Payment for Committee authorised services or goods to other than Committee members shall be paid and a receipt obtained for the transaction.

7.6 All gifts, grants, donations or monies received by the Society must be applied for the purpose for which they were received PROVIDED THAT none of the above donor receipts shall be used for the personal pecuniary gain of any member of the Society.

7.7 The members of the Committee shall be indemnified by the Society for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective wilful default or dishonesty.

7.8 No member of the Committee shall be liable for the acts or defaults of any other member of the Committee, or for any loss or expense happening to the Society, unless the same happen from his or her own wilful default or acts.

8. POWERS OF THE COMMITTEE

8.1 All matters not provided for in these rules relating to the Society and not involving an amendment to these rules shall be dealt with by the Committee.

9. COMMON SEAL

9.1 The Common Seal of the Society shall be kept in safe custody by the Secretary and used as directed by the Committee being witnessed by not fewer than two members of the Committee.

10. DISSOLUTION

10.1 The Society may at any time be dissolved by a resolution which may be carried by simple majority of a Special General Meeting convened for that purpose PROVIDED THAT any such resolution for winding-up shall be confirmed by a simple majority at a further Special Meeting called for that purpose not earlier than thirty (30) days after the meeting at which such a resolution for winding-up was initially passed. If agreed to, and after all liabilities have been met, any surplus assets shall be handed over to such body or bodies domiciled in New Zealand with Aims and Objects that are similar to those of U3A Meadowbank Incorporated or to such New Zealand charity or charities as may be selected at the Special General Meeting. No member of U3A Meadowbank Incorporated shall receive any of the assets being disbursed.

Approved by SGM (Minutes 20 July 2021)

Signed by the following officers of the Society (July 2021)

Carol Cowan (President)

Cecilie Rushton (Immediate Past President)

Melda Brunette (Secretary)