



U3A HAWTHORN  
Third Age Learning (Hawthorn) Inc.  
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## Rules for an Incorporated Association

### NAME

- 1 The name of the incorporated association is **Third Age Learning (Hawthorn) Incorporated** (in these Rules called 'The Association').

### INTERPRETATION

2

- (1) In these Rules, unless the contrary intention appears:

**'Committee'** means the Committee of Management of the Association.

**'Financial year'** means the year ending on 31 December.

**'General meeting'** means a general meeting of members convened in accordance with Rule 9.

**'Member'** means a member of the Association.

**'Ordinary member of the Committee'** means a member of the Committee who is not an officer of the Association under Rule 11.

**'The Act'** means the Associations Incorporation Act 1981

**'Regulations'** means regulations under the Act.

**'The Third Age'** means, without limiting the scope of expression for the purposes of these Rules, the retired generation of persons, those who have reached a retiring age, or any persons not engaged in a full-time vocation.

- (2) In these Rules, a reference to the Secretary of an Association is a reference:

- (a) where a person holds office under these Rules as Secretary of the Association, to that person.

- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and The Act as in force from time to time.

## APPLICATION FOR MEMBERSHIP

### 3

- (1) All persons of the Third Age (as defined in Rule 2) are eligible for membership.
- (2) Any eligible person may apply for membership using the form approved by the Committee for that purpose.
- (3) There shall be the following categories of members:
  - (a) Members who have applied in the manner prescribed by the Committee and have paid the appropriate fee.
  - (b) Honorary Life Members approved by the Committee under Clause 5(2).
  - (c) Temporary members approved by the Committee under Clause 5(3)
- (4) Membership application shall be considered at the next meeting of the Committee.
- (5) The Secretary shall enter the nominee's name in the Register of Members kept by him/her and, upon the name being so entered, the nominee becomes a member of the Association.

## ENTRANCE FEE AND ANNUAL SUBSCRIPTION

### 4

- (1) **Entrance fee:** Members shall pay the entrance fee (if any is set by the Association) as determined by the Committee of Management.
- (2) **Subscriptions:**
  - (a) Annual subscriptions shall be set and made payable (if any is set by the Association) on the first day of January in each year or on such other date as may be determined by the Committee of Management.
  - (b) The Committee may determine proportional subscriptions for members admitted during the year.
  - (c) The Committee may at its absolute discretion waive all or part of the subscription fees for any member who, in its opinion, is in disadvantaged or any special circumstances or has been granted Temporary Membership or Honorary Life Membership.

## REGISTER OF MEMBERS

### 5

- (1) The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each member and the Register shall be available for inspection by members at the address of the Association.
- (2) The Committee may at its discretion recognise the long and meritorious service to the Association by any member or members by the granting of a special category of membership styled 'Honorary Life Member'. The names of Honorary Life Members shall be maintained as a separate Register of such members whose number shall not exceed ten (10) at any one time.

- (3) The Committee may at its discretion grant annual Temporary Membership to members of other incorporated Associations having purposes the same as or similar to the Association. Such membership shall be renewable annually and subject to such conditions as the Committee thinks fit, and such members would be ineligible to hold office of the Association or to vote at meetings of the Association. The names of Temporary Members shall be maintained as a separate Register of such members.

## RESIGNATION AND EXPULSION

### 6

- (1) **Resignation** – Members may resign from the Association by notice in writing. Membership shall cease upon resignation, or failure to pay outstanding membership fees within three months of the due date.

### 7

- (1) **Removal** – The Committee may suspend or expel any member of the Association
  - (a) who commits any breach of any rule or by-law of the Association; or
  - (b) who, in the opinion of the Committee, acts in a manner which is contrary to the interests of the Association; or
  - (c) no longer complies with the membership requirements.

The member shall be informed of the allegation and invited to present a verbal or written explanation to the Committee meeting at which the matter is to be considered. Any member may appoint any person to act on behalf of the member in the removal procedure.

- (2) **Appeal**
  - (a) Any member of the Association who feels aggrieved by any decision of the Committee under Rule 7(1) may by notice in writing given to the Secretary within one calendar month from the date thereof, appeal against such decision to a general meeting;
  - (b) such notice shall state the ground of appeal and such appeal shall be heard at a general meeting to be held not later than one month from the giving of such notice to the Secretary;
  - (c) on the hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity of being heard;
  - (d) until the hearing of any such appeal the decision of the Committee shall have full force and effect.

The decision of the general meeting shall be final.

(3) **Grievance Procedure**

- (a) The grievance procedure set out in this Rule applies to disputes between a member and another member, or a member and the Association.
- (b) A member may appoint any person to act on behalf of the member in the grievance procedure.
- (c) The Association shall be represented by two members of the Committee.
- (d) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (e) If the parties are unable to resolve the dispute at a meeting or if a party fails to attend that meeting then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (f) The mediator can be a person chosen by agreement between the parties and can be a member of the Association.
- (g) In the absence of agreement as to a mediator, it shall be:
  - (i) the officers of the Association in the case of a dispute between two members; and
  - (ii) a person who is a member of the Dispute Settlement Centre of Victoria (Dept. of Justice) in the case of a dispute between a member and the Association.
- (h) A member of the Committee who has a direct interest in a dispute must not take part in any decision of the Committee on that dispute.
- (i) Until the hearing of any grievance, any decision of the Committee shall have full force and effect.
- (j) In considering a grievance under this procedure, natural justice will apply.

## **ANNUAL GENERAL MEETING**

**8**

- (1) The Association shall in each calendar year convene an Annual General Meeting of its members. Such meeting shall be held within 5 months of the end of the Association's financial year.
- (2) The Annual General Meeting shall be held on such day as the Committee Determines.

- (3) The Annual General Meeting shall be specified as such in the notice convening it. It shall comply with Clause 9(2) Notice of Meeting.
- (4) The ordinary business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect Officers of the Association:
    - (i) a President
    - (2) a Vice President
    - (3) a Secretary
    - (4) a Treasurer
 and ordinary members of the Committee.
  - (d) to elect an Auditor;
  - (e) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

## **GENERAL MEETING**

### **9**

- (1) **General Meetings** – meetings of all members may be called
  - (i) by resolution of the Committee;
  - (ii) at the request of the President of the Association;
  - (iii) by the written request of not less than 10 members of the Association.

Such a general meeting shall be held not less than 21 days or more than one month after the request or resolution is made. In the case of (iii) request by members, the members may convene the general meeting if a meeting has not been held within the required time.

- (2) **Notice of Meeting** - 21 days' notice in writing of every general meeting shall be given to every member stating the time, place and the business to be transacted. No business other than that set out in the notice convening the meeting shall be transacted at any general meeting. Notice may be sent;
  - (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member agrees, by facsimile transmission or electronic transmission.
- (3) **Omission of Notice** - The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any Committee thereof.
- (4) **Chairperson of Meetings** – The President of the Association shall preside at all general meetings. In his/her absence or if unwilling to chair the meeting, a Chairperson may be appointed for that meeting.
- (5) **Adjournment** – Members present at a meeting may agree to adjourn any meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- (6) **Voting** – Each member present is entitled to one vote. Resolutions other than special resolutions shall be carried by a majority of the members present and voting. In the case of equality of votes the Chairperson shall have a second or casting vote.
- (7) **Division** – At any general meeting declaration by the Chair that a resolution has been carried or not shall be sufficient evidence of members' voting intention unless 3 members call for the poll. When a poll is taken the number of votes in favour and against the resolution shall be recorded.
- (8) **Proxies** – Every member shall be entitled to one vote at every general meeting and may appoint any other member by proxy, which shall be deposited with the Secretary at least twenty-four hours before the time of the meeting in respect of which the proxy is appointed.

The instrument appointing a proxy may be in the following form or in a common or usual form.

Third Age Learning (Hawthorn) Incorporated

I .....of.....

being a member of..... Incorporated

hereby appoint.....of.....

or failing him.....of.....

as my proxy to vote for me on my behalf at the annual (or general) meeting of  
the Association, to be held on the.....day of.....

and at any adjournment thereof.

My proxy is hereby authorised to vote in favour of/against the following  
Resolutions:

Signed this.....day of.....

- (9) **Quorum at General Meetings** - At all general meetings twenty members present in person shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened by request of members, shall be dissolved; if not so convened, shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.
- (10) **Minutes** – Minutes of the proceedings of every general meeting shall be kept in a minute book, which shall be available at the address of the Association for inspection by members.

## COMMITTEE OF MANAGEMENT

10

- (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 10(3);
- (2) The Committee:
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
  - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association; and
  - (d) can decide to delegate any of its functions to the Executive of the Committee. The Executive shall consist of the President, the Vice President, the Secretary and the Treasurer. The Executive shall be required to report back to the Committee on any of the functions so delegated.
- (3) **Election and size** – The Committee of the Association shall have a minimum of seven (7) and a maximum of fifteen (15) members who shall be elected at the Annual General Meeting of the Association.

A retiring Committee member is eligible for re-election or for election to another office.

## ELECTION OF OFFICERS AND VACANCY

11

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
  - (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

- (4) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (5) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.
- (6) The Committee may fill a casual vacancy occurring in its membership but any so appointed shall retire at the time of the next Annual General Meeting of the Association.
- (7) The office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:
  - (a) ceases to be a member of the Association;
  - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
  - (c) resigns his office by notice in writing given to the Secretary;
  - (d) fails to attend more than 3 meetings without apology.

## **REMOVAL OF MEMBER OF COMMITTEE**

### **12**

- (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) The member may require the Secretary or President to send a copy of the resolutions to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

## **PROCEEDINGS OF COMMITTEE**

### **13**

- (1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) A quorum shall be five (5) members.
- (3) At every meeting of the Committee the President shall preside and in the absence of the President the members shall choose one of their members to be the Chairperson of the meeting.
- (4) Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the President shall have a second or casting vote.

- (5) The President or any two Committee members may at any time summon a meeting of the Committee.

## **THE SECRETARY**

### **14**

- (1) The Secretary shall:
  - (a) keep full and correct minutes of all resolutions and proceedings of every general meeting and of all Committee meetings in books provided for that purpose together with a record of the names of persons present at all meetings;
  - (b) keep a Register of Members setting forth their names and addresses;
  - (c) attend to all correspondence; and
  - (d) perform such other duties as the Committee may prescribe.

## **TREASURER**

### **15**

- (1) The Treasurer of the Association:
  - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association;
  - (b) shall maintain adequate and accurate accounting records of the financial affairs of the Association in conformity with the requirements of the Act.
  - (c) shall prepare for the Annual General Meeting a set of financial statements certified by the Auditor appointed under Clause 8(4)(d) which present a true and fair view of the financial position of the Association during and at the end of the last financial year.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

## **CHEQUES**

### **16**

- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable Instruments shall be signed by two members of the Committee.

## **SEAL**

### **17**

- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

## **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

### **18**

- (1) No Rule of the Association or Statement of Purposes shall be repealed or amended and no new Rule shall be made except by a special resolution. Notice of the resolution shall be given in accordance with Rule 9(2) and the resolution must be passed by a  $\frac{3}{4}$  majority of members present and voting in person or by proxy. Any such alteration to the Rules of the Association or Statement of Purposes shall be lodged with the Registrar in accordance with Section 22 of the Act.
- (2) The Rules may be inspected and copied by members upon request.

## **WINDING UP**

### **19**

In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members and which is exempt from income tax. Such organisation shall be determined by the members of this Association at or before the time of dissolution and in default thereof by such judge or magistrate as may have or acquire jurisdiction in the matter.

## **CUSTODY OF RECORDS**

### **20**

- (1) Except as otherwise provided in these Rules, the Secretary shall keep and control all books, documents and securities of the Association. All such books, documents and securities shall be available for inspection by members of the Association upon reasonable notice to the Secretary.

## **FUNDS**

### **21**

- (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
  - (2) The assets and income of the Association should be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.
-