



U3A-ACT Incorporated
(Association Number A1629)

Objects and Rules

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25 November 2009, 26 November 2014, 19 November 2020, 16 March 2022, 16
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PART I - PRELIMINARY

1. Interpretation

- (1) In these rules, unless a contrary intention applies –
- “financial year” means the year ending on 31 August;
- “member” means a member, however described, of the association;
- “ordinary committee member” means a member of the committee who is not an office bearer of the association as referred to in paragraph 17 (1) (a);
- “secretary” means the person holding office under these rules as secretary of the association or, where no such person holds that office, the public officer of the association;
- “the association” means U3A-ACT Incorporated;
- “the ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)
- “the Associations Act” means the *Associations Incorporation Act 1991*;
- “the Associations Regulations” means the *Associations Incorporation Regulation 1991*.
- (2) For the purposes of these Rules, a person shall be taken to be in the Third Age of his or her life when the person has attained the age of 50 years.
- (3) In these rules:
- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a power, authority, or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (4) The provisions of the *Legislation Act 2001* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Associations Act.
- (5) These rules incorporate the model rules prescribed by the Associations Regulations pursuant to paragraph 127(2)(a) of the Associations Act, with such modifications as are appropriate to the circumstances of the association.

PART II – INCORPORATION OF THE ASSOCIATION

2. Incorporation

- (1) The name of the association is U3A-ACT Incorporated.
- (2) The association is an incorporated association to which the Associations Act applies.
- (3) The association is also known as University of the Third Age ACT.

PART III – THE OBJECTS OF THE ASSOCIATION

3. Objects

- (1) Subject to the provisions of section 30 of the Associations Act, the objects of the association, as altered by the members by special resolution pursuant to that section, are as follows:
 - (a) to establish and maintain a University of the Third Age serving the Australian Capital Territory and surrounding regions as a mutual-aid learning community – a community of scholars – organised by and for people in the ‘Third Age of their Lives’;
 - (b) to establish and maintain a learning environment free from discrimination on the grounds of colour, race, creed or sex;
 - (c) to foster the joy of learning for learning’s sake, without prerequisite educational entry requirements and unrestricted by the requirements of vocation or the desire for qualifications or awards;
 - (d) to draw upon the extensive experience, skills and energies of its members in offering programs of learning that are mentally stimulating, that enable members to develop and extend their intellectual interests, and that provide members with the satisfaction of making a continuing contribution to society;
 - (e) to encourage members in the co-operative investigation of topics of mutual interest, in which their experience and expertise is freely shared;
 - (f) to encourage members to realise their learning and teaching potentialities and to increase community awareness of those potentialities;
 - (g) to encourage members to participate in the administration of the association and the courses that it offers;
 - (h) to improve the status of, and respect for, members of the community in the ‘Third Age of their Lives’;
 - (i) to exchange ideas and share resources with other Universities of the Third Age, both in Australia and overseas, and to encourage the formation of similar organisations elsewhere in Australia; and
 - (j) to do all such things as may be incidental to the attainment of all or any of the above-mentioned objects.
- (2) The objects of the association are to be read and construed subject to the provisions of sections 4 and 14 of the Associations Act on the understanding that the association has been formed primarily as a mutual-aid organisation in which members provide their services voluntarily, not as an organisation to be carried on with the object of obtaining pecuniary gain for its members.
- (3) The program of learning activities offered by the association in furtherance of its objects shall be as wide as the human resources of the members permit, but subject to overall guidelines to be developed by the committee.

PART IV – MEMBERSHIP

4. Membership - qualification and application for

- (1) A person is qualified for membership of the association if the person:
 - (a) is in the “Third Age” of his or her life;
 - (b) has completed an application for membership of the association in such form as the committee may from time to time approve;
 - (c) has agreed to support the objects of the association, and has agreed to be bound by the provisions, from time to time, of these Rules;
 - (d) has paid the requisite membership fee; and
 - (e) has had his or her application for membership accepted by or on behalf of the committee.
- (2) An application for membership, together with the relevant membership fee, shall be lodged on line, by mail or at an office of the association in such form as may be approved from time to time by the committee.
- (3) As soon as practicable after receipt of an application for membership, accompanied by the relevant membership fee, the membership secretary shall determine, on behalf of the committee, whether the applicant satisfies the criteria for membership specified in subrules (1) (a) to (d) and, if so satisfied, shall accept the application, enter the applicant's name, address and contact details, and the date the person became a member in the Register of Members, and notify the applicant of his or her acceptance as a member of the Association for the period determined in accordance with rule 6.
- (4) If the membership secretary considers that an applicant does not satisfy the criteria for membership, the membership secretary shall refer the application, together with a statement of his or her reasons for not being so satisfied, to the secretary for the consideration of the committee, which shall decide as soon as practicable, whether or not to accept the application.

5. Renewal of membership

- (1) An application for renewal of membership shall be made in such form as may be approved from time to time by the committee, and shall be lodged, together with the relevant membership fee, on line, by mail or at an office of the association prior to the date that the member's membership expires in accordance with Rule 6.
- (2) As soon as practicable after receipt of an application for renewal of membership, accompanied by the relevant fee, the membership secretary shall enter in the Register of Members that the member's membership has been renewed for a further period determined in accordance with the next succeeding rule.

6. Period of membership

- (1) Subject to subrule (2), membership of the association expires at the end of the calendar year in which the member joined the association or renewed his or her membership, as the case may be.

- (2) The membership of any person who joins the association on or after 1 October in any calendar year shall be taken to expire at the end of the next succeeding calendar year.
- (3) If a member does not renew their membership by 31 December, they will not be a financial member from 1 January until such time as they renew. However, there will be a grace period from 1 January to 31 January during which the person will continue to receive information from U3A.

7. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association –

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

8. Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies;
- (b) resigns from membership of the association;
- (c) is expelled from the association; or
- (d) fails to renew membership of the association in accordance with these rules.

9. Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where the person ceases to be a member, the membership secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Membership fees

- (1) The annual membership fees of the association shall such amounts as are determined by resolution of the committee from time to time.
- (2) In determining the level of fees, the committee shall be guided by the principle that the income of the association from all sources (including fees) should be sufficient to cover the projected expenditure of the association.
- (3) For new members, the annual membership fee is payable on the date of lodgement of the application for membership.
- (4) For renewing members, the membership fee is payable on or before the date on which the member's membership expires in accordance with Rule 6.

11. Members' liabilities

The liability of a member to contribute to the payment of the debts and liabilities of the association or the costs, charges and expenses of winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 10.

11A. Dispute Resolution

(1) Disputes (including complaints and grievances) between:

- (a) members; or
- (b) a member and the association,

other than:

- (c) a dispute involving allegations of a breach of the law (which should be referred to the relevant legal authority),

will be resolved in accordance with this rule and sections 50 and 65B of the Associations Act.

- (2) A dispute should if possible be resolved directly between the members involved, or between the member and relevant association officer or course leader, in the first instance.
- (3) The Committee will appoint a Member Liaison Person to assist members with resolution of disputes.
- (4) If a dispute is not able to be resolved under subrule (2) within a reasonable period it may be submitted to the Complaints Resolution Officer (appointed by the committee) who will determine the outcome.
- (5) If a party to a dispute is not satisfied with the Complaints Resolution Officer's determination, they may appeal to the President within 28 days of receiving the determination.
- (6) Upon receiving an appeal, the President will nominate three persons to review the determination and provide a decision.
- (7) Before the President nominates a review panel the committee may, with the agreement of the parties to the dispute, appoint a mediator to facilitate an outcome to the dispute.
- (8) A member who is subject to disciplinary action under rule 12 must not initiate a dispute resolution procedure in relation to the matter which is the subject of the disciplinary action until the action has been completed (including any appeal under rule 13).

12. Disciplinary Procedure

(1) Where the committee is of the opinion that a member:

- (a) has failed to comply with the Act or these rules; or
- (b) has failed to comply with a by-law, policy or procedure made by the committee pursuant to these rules; or
- (c) has acted in a way that it is likely to be harmful to the association,

the committee may, by resolution –

- (d) expel the member from the association; or
 - (e) suspend the member from such rights and privileges of membership of the association as the committee may determine for a specified period.
- (2) A resolution of the committee under subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service of the notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either of the following-
 - (i) attend and speak at that meeting, or
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Associations Act, at a meeting mentioned in subrule (2), the committee shall:
- (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the committee made under subrule (1).
- (5) Where the committee confirms a resolution under subrule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 13.
- (6) A resolution confirmed by the committee under subrule (4) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with subrule 13(4).

<p>Note: Section 65B(4) of the Associations Act precludes disciplinary action against a member in relation to a matter subject to dispute resolution under rule 11A; and section 65C of the Act sets out procedural requirements to be followed in disciplinary action.</p>

13. Right of appeal

- (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under subrule 12(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Associations Act, at a general meeting of the association convened under subrule (2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under subrule 12 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution to set aside the confirmation made under subrule 12(4), the resolution made under subrule 12(1) is revoked.

PART V – THE COMMITTEE

14. Powers of the committee

The committee, subject to the Associations Act, the Associations Regulations, these rules, and to any resolution passed by the association in general meeting:

- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting;
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association; and
- (d) has power to make by-laws as provided in the next succeeding rule.

15. Power to make by-laws

- (1) The committee may by resolution make by-laws, not inconsistent with the Associations Act, the Associations Regulations or these rules, for the proper administration of the affairs of the association, and in particular, and without limiting the generality of the foregoing power, may make by-laws in relation to:
 - (a) the approval and management of courses to be offered by the association to its members;
 - (b) the use and hiring of rooms, equipment and other property of the association; and
 - (c) the reimbursement of out-of-pocket expenses incurred by members in the course of providing voluntary services to the association.

- (2) The making of by-laws shall be notified to members:
 - (a) by publishing, as soon as practicable after the meeting of the committee at which the by-laws were made, a copy of the by-laws on a notice board on public display at each office of the association during normal hours of business;
 - (b) by publishing as soon as practicable a notice of the making of by-laws in the association's Newsletter; and
 - (c) in such other manner as the committee may determine.
- (3) By-laws may be disallowed by special resolution passed at a general meeting of the association convened in accordance with the requirements of section 70 of the Associations Act.
- (4) A copy of the by-laws shall be made available to any member of the association on request to the secretary.

16. Limitation on powers of the committee

- (1) Notwithstanding the provisions of section 4 of the Associations Act, no salary or remuneration shall be paid to any member of the association in respect of services rendered to the association as a course or discussion leader, occasional lecturer, course convenor, course organiser or otherwise related to the management of the association.
- (2) Nothing in the preceding subrule, nor in subrule 3 (2), shall be taken to prevent the reimbursement of reasonable out-of-pocket expenses incurred by members in the course of providing voluntary services to the association, nor the making of a gift to a value not exceeding \$50 (or such other amount as the committee from time to time may determine) to a member as a token of appreciation of special services rendered voluntarily to the association.

17. Constitution and membership

- (1) The committee shall consist of:
 - (a) the office-bearers of the association; and
 - (b) 8 ordinary committee members,each of whom shall be elected pursuant to rule 18 or appointed in accordance with subrule (5) of this rule; together with:
 - (c) any ordinary ex-officio member of the committee holding office as such by virtue of subrule (3).
- (2) The office-bearers of the association shall be:
 - (a) the president;
 - (b) 2 vice presidents;
 - (c) the treasurer; and
 - (d) the secretary.

- (3) Where the person appointed as chairperson of the Course Co-ordination Sub-committee is not an office-bearer of the association or an ordinary committee member elected as such in accordance with rule 18, that person shall be an ex-officio member of the committee.
- (4) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election.
- (5) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of appointment.

18. Election of committee members

- (1) Subject to subrules (7) to (9), nominations of candidates for election as office-bearers of the associations or as ordinary committee members:
 - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (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 shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held in accordance with subrule 37(4).
- (6) The ballot for the election of office-bearers and ordinary committee members shall be conducted at the annual general meeting in such manner as the committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.
- (8) Subject to sub-rule (9) an office bearer is not eligible for election to the same office more than three times in succession, but is otherwise eligible for re-election to the committee.
- (9) Notwithstanding sub-rule (8) an office bearer is eligible for election to the same office for a fourth time in succession if the office would otherwise become vacant.

19. Secretary

- (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary shall keep minutes of:
 - (a) all elections and appointments of office-bearers and ordinary committee members;

- (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
 - (4) Subject to the directions of the committee, the secretary shall be responsible for conducting all correspondence on behalf of the association and for calling general meetings of the association as required by the Associations Act and these rules.
 - (5) The secretary shall perform such other duties as may be required from time to time by the committee.

20. Custody of books

Subject to the Associations Act, the Associations Regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

21. Treasurer

- (1) The treasurer of the association shall ensure that the following tasks are undertaken:
 - (a) collecting and receiving all moneys due to the association, and making all payments authorised by the association; and
 - (b) keeping of correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.
- (2) The treasurer shall open and maintain all such accounts in the name of the association with such banks or other financial institutions as the committee may from time to time direct.
- (3) The treasurer shall ensure that all the money received by the association is deposited as soon as practicable and without deduction to the credit of the association's account.
- (4) On behalf of the association, the treasurer shall ensure that as soon as practicable after receiving any money, an appropriate receipt or other acknowledgement is issued.
- (5) The committee shall determine who may sign cheques, use credit or debit cards, make online payments and make cash payments on behalf of the association. When making its determination, the committee may impose such limitations or conditions as it considers appropriate including, but not limited to, the maximum amount that may be paid and the persons or organisations to whom payments may be made, without prior approval.
- (6) At each meeting of the committee, the treasurer shall present for ratification by the committee a statement of all accounts paid since the date of the last meeting and shall make interim financial reports to the committee as necessary.
- (7) The treasurer shall be responsible from time to time to ensure that all insurance policies determined by the committee to be required by the association are current and that all necessary premiums have been paid.

- (8) The treasurer shall present to the committee, as soon as practicable following completion of the financial year, a statement of the association's accounts.
- (9)
 - (a) Nothing in the preceding subrules shall be taken to preclude the committee from entering into appropriate arrangements for the payment of moneys due to the association by way of credit card or electronic transfer of funds.
 - (b) On and from the date on which such arrangements come into effect, the Treasurer shall be authorised to accept payments due to the association by the means arranged by the committee, and the foregoing provisions of this rule shall thereupon apply with such modifications as the nature of the method of payment may require.
- (10) The treasurer shall prepare annual financial statements for consideration at the annual general meeting; and shall make interim financial reports to the committee as necessary.

22. Auditor

- (1) The committee shall ensure, from time to time, if required by the ACNC Act, that the provisions of the Act with respect to the appointment of an auditor and the audit of the accounts of the association are duly complied with.
- (2) If a casual vacancy occurs in the office of auditor, the committee may appoint a suitably qualified person to be auditor until the next annual general meeting.

23. Public officer

- (1) For the purposes of these rules, a vacancy in the office of public officer occurs if the public officer resigns, is removed by resolution of the association, or if the other circumstances set out in section 64 of the Associations Act apply.
- (2) The committee shall ensure that there is, at all times, a public officer to perform the duties of that office and, in the event of a vacancy occurring, shall appoint a person to fill that vacancy within 14 days in accordance with section 64 of the Associations Act.
- (3) The public officer may hold any office of the association in addition to the office of public officer.

24. Membership secretary

- (1) For the purpose of these rules, the committee shall appoint a member of the association as membership secretary.
- (2) The membership secretary shall be responsible for maintaining a Register of Members in accordance with rules 4 and 5, and for the performance of such other duties in relation thereto as the committee may from time to time direct.

25. Vacancies

For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the association;
- (c) resigns the office by written notice given to the public officer;

- (d) is removed from office pursuant to rule 26;
- (e) becomes bankrupt or personally insolvent (see sub-section 63(2) of the Associations Act);
- (f) in the view of the remaining committee members, becomes unable to carry out the responsibilities of a committee member due to incapacity or other cause persisting, or reasonably expected to persist, for a period of more than three months;
- (g) is disqualified from office by reason of a conviction for an offence of a kind referred to in sub-section 63(1)(a) or (b) of the Associations Act; or
- (h) is disqualified from office by reason of failure to comply with the Associations Act (see section 63A of the Act); or
- (i) has been disqualified from managing a corporation or an Aboriginal and Torres Strait Islander corporation under the Corporations Act (Commonwealth) or *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Commonwealth); or
- (j) is absent from three successive meetings without the consent of the committee.

26. Removal of committee members

The association in general meeting may by resolution, subject to section 50 of the Associations Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

27. Committee meetings and quorum

- (1) The committee shall meet as often as may be necessary to conduct the business of the association, but in any event at intervals of not more than 75 days.
- (2) Additional meetings of the committee may be convened by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Half of the committee members plus one constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned either:
 - (a) to the time, date and place determined by the members present at the meeting, or
 - (b) in default of any such determination, to the time, date and place determined by the president.

- (7) If at an adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the committee:
 - (a) the president or in the absence of the president, a vice-president shall preside; or
 - (b) if the president and both vice-presidents are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.
- (9) A meeting of the committee may be held by the committee members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. Committee members need not all be physically present in the same place for a committee meeting to be held.
- (10) Where a matter requires urgent decision by the committee, the secretary may notify committee members by any technological means of the proposed decision, with the proposed decision and reasoning related to it set out in the format normally used by the committee to take decisions at face-to-face meetings, and:
 - (a) committee members will have 48 hours to respond;
 - (b) if the number of committee members required for a quorum as defined in these Rules does not respond in 48 hours, the matter lapses;
 - (c) if a quorum of Committee members responds, the decision of the majority prevails as per the Rules relating to face-to-face meetings;
 - (d) any decision made in this way must be recorded in the minutes of the next meeting of the committee. The Secretary must retain a record of the correspondence received until such time as the minutes of the relevant meeting are ratified by the committee.

28. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to 1 or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than –
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the committee by the Associations Act, by any law of the Territory, or by a resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

29. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of votes of the members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to subrule 27(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART VI – GENERAL MEETINGS

30. Annual general meetings – holding of

- (1) The association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) Subrule (1) has effect subject to the powers of the Registrar-General under section 120 of the Associations Act in relation to extensions of time.

31. Annual general meetings – calling of and business at

- (1) The annual general meeting of the association shall, subject to the Associations Act, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an 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 on the activities of the association during the last preceding financial year;
 - (c) to elect members of the committee, including office-bearers;
 - (d) to present the association's annual financial statements for the preceding financial year; and

- (e) to appoint a person to audit the financial statements.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 33.
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

32. General meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a general meeting of the association.
- (2) The committee shall, on the requisition of not less than 50 of the total number of members, convene a general meeting of the association.
- (3) A requisition of members for a general meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to convene a general meeting within 2 months after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (5) A general meeting convened by a member or members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

32A. General meetings may be held other than in person

- (1) The Committee may authorise that a general meeting be held using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence (eg. by phone link, internet link, or in writing).
- (2) A person who takes part in a meeting conducted under sub-rule (1) is taken, for all purposes, to be present at the meeting.

33. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be sent by pre-paid post or email to each member at the member's address or email address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date

fixed for the holding of the general meeting, cause notice to be sent to each member in the manner specified in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting shall be transacted at that meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 31(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

34. General meetings – procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering the item.
- (2) 50 members present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If with half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 30) shall constitute a quorum.

35. Presiding member

- (1) The president, or in the absence of the president, a vice-president, shall preside at each general meeting of the association.
- (2) If the president and both of the vice-presidents are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

36. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subrules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37. Making of decisions

- (1) Except as provided in subrule (4), a question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
- (4)
 - (a) Notwithstanding the provisions of the last-preceding subrules, any contested election pursuant to subrule 18(5) shall be determined by secret ballot.
 - (b) In addition, the members may, by a show of hands, require that any other question arising at a general meeting of the association shall be determined by secret ballot.
- (5) In this rule, "show of hands" includes an equivalent method determined by the Committee for members attending a general meeting other than in person in accordance with rule 32A.

38. Voting

- (1) Subject to subrule (3), upon any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes shall be given personally or by proxy, but no member may hold more than five proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) Only those persons who are recorded in the Register of Members as current members of the association are eligible to vote (whether personally or as a proxy) at a general meeting of the association. Production of a current membership card will be accepted as proof of being on the Register of Members.

39. Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out by the Committee.

PART VII – FUNDS OF THE ASSOCIATION

40. Funds – source and use

- (1) The funds of the association shall be derived from:
 - (a) annual membership fees;
 - (b) charges payable by members and others in respect of the provision of facilities and services, and costs incurred by the association in its operations, including but not limited to charges for courses and activities determined by the committee from time to time, provided that there may not be any charge imposed for teaching or instruction.
 - (c) donations and bequests, but not if the acceptance of the conditions subject to which the donation or bequest is offered would prejudice the independence of the association; and
 - (d) subject to any resolution passed by the association in general meeting and subject also to section 114 of the Associations Act, such other sources as the committee determines.
- (2) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.

41. Members' funds

- (1) It is the responsibility of the members of each course to make their own arrangements for the collection of funds from course members sufficient to meet any charges by the association for the use of rooms, equipment, tea/coffee making facilities, photocopying and the like provided by or on behalf of the association, and to cover any other expenses incurred by the course members for the purposes of, or incidental to the course, such as the provision of course materials, photocopies, books, tea, coffee, milk, sugar, biscuits, cups and the like.
- (2) Any funds so collected from course members in order to meet these liabilities are the property of those members and the association is in no way responsible to see to the proper application thereof.

PART VIII - MISCELLANEOUS

42. Alteration of objects and rules

Neither the objects of the association, nor these rules, shall be altered except by special resolution in accordance with section 30 or section 33 of the Associations Act, as the case may be. The requirements as to special resolutions are set out in section 70 of the Associations Act.

43. Common seal

Deleted.

(Noting the discretion conferred by section 22 of the Associations Act, whether to have a Common seal, the association resolved at its 2020 Annual General Meeting not to have a seal)

44. Inspection of documents

- (1) A member may request and be given access to the records, books and other documents of the association (other than the register of member), free of charge, in accordance with, and subject to sections 35 and 35A of the Associations Act.
- (2) A member may apply to the Committee to be allowed to inspect the register of members of the association in accordance with section 67A of the Associations Act, but inspection will not be allowed of any personal information that is restricted under subrule (3).
- (3) A member may apply to the Committee to restrict access to personal information of the member recorded in the register of members in accordance with section 67B of the Associations Act.”

45. Service of notice

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member’s address shown in the Register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Where a member furnishes to the association an email address or fax number, together with his or her written consent to accept service of notices for the purposes of these rules by email or fax, as the case may be, the sending of a notice by that means shall be sufficient compliance with the requirements of these rules.

46. Winding up

Any winding up of the association shall be effected in accordance with the provisions of the Associations Act.

47. Surplus property

For the purposes of paragraph 92(1)(b)(i) of the Associations Act, the Council on the Ageing (ACT) Incorporated is nominated as the institution in which any surplus property of the association is to be taken to vest on the dissolution or the completion of the winding up of the association.

48. Indemnity

A member who by authority of the committee accepts or incurs any pecuniary liability on behalf of the association shall be held indemnified against such liability by the association.