



U3A NETWORK NSW Inc.

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CONSTITUTION of the U3A NETWORK NSW Inc.

Constitution ver. 16 April 2024

Table of Contents

INTRODUCTORY	3
1.1. The Constitution	3
1.2 Date of commencement of Constitution	3
1.3 Transitional provisions	3
1.4 Model Rules	3
1.5 Definitions	3
2. AIMS, OBJECTIVES and PRINCIPLES.....	4
2.1 Aims and Objectives.....	4
2.2 Principles of the Member U3As of the Network.....	4
3. MEMBERSHIP OF THE NETWORK.....	5
3.1 Qualification for membership	5
3.2 Application for membership	5
3.3 Membership rights and liabilities	5
3.4 Cessation of membership	6
3.5 Membership Register	6
3.6 Resolution of internal disputes (Grievance Procedure).....	6
3.7 Discipline Procedures.....	6
4. GENERAL MEETINGS OF THE NETWORK	8
4.1 Annual General Meeting.....	8
4.2 Special General meetings.....	8
4.3 Meeting procedures.....	8
5. MANAGEMENT OF THE NETWORK	10
5.1 Appointment of Committee Members	10
5.2 Membership of the Committee	10
5.3 Election of the Regional Representatives	10
5.4 The Role of Regional Representative	11
5.5 Selection of co-opted members of the Committee	12
5.6 Voting Rights on the Committee.....	12
5.7 Casual Vacancies on Committee	12
5.8 Committee register	13
5.9 Committee meetings.....	13
5.10 Committee Delegations	13
6. FINANCIAL MANAGEMENT	15
6.1 Financial year	15
6.2 Fees and Subscriptions.....	15
6.3 Management of funds.....	15
6.4 Winding up or cancellation of Incorporation.....	16
7. RECORDS	17
7.1 It is the duty of the Secretary	17
7.2 The minutes of a meeting	17
7.3 The Secretary shall keep	17
7.4 Within 14 days of vacating office.....	17
7.5 Appointment of the Public Officer.....	17
8. MISCELLANEOUS.....	17
8.1 Notices	17
8.2 Alteration of Constitution	17

CONSTITUTION of the U3A NETWORK NSW Inc.

Constitution ver. 03 April 2024

1. INTRODUCTORY

1.1 The Constitution

The U3A Network NSW Inc. (“the Network”) was originally incorporated in 1994, under the provisions of the *Associations Incorporation Act* (NSW) 1984. In 1997 and again in 2010 new Constitutions were adopted and subsequently amended on a number of occasions. The Network resolved by Special Resolution at a Special General Meeting in May 2024 to adopt this Constitution to replace previous versions of the Constitution.

1.2 Date of commencement of Constitution

This Constitution comes into effect upon registration by the Registrar of Incorporated Associations.

1.3 Transitional provisions

Notwithstanding the adoption of this revised Constitution, decisions made by the Network or its Committee of Management (“the Committee”) under the previous Constitution, including the election of the Committee at the Annual General Meeting immediately preceding the adoption of the revised Constitution, and membership granted in accordance with the previous Constitution, continue to be of full force and effect.

1.4 Model Rules

The Model Rules or Constitution applicable in New South Wales pursuant to the *Associations Incorporation Regulations* from time to time shall be taken to apply in prescribed matters not explicitly addressed in this Constitution.

1.5 Definitions

1.5.1 The U3A Network NSW Inc (hereafter known as the Network) is an association of autonomous Member U3As pursuant to Part 3 of this Constitution.

1.5.2 A Member U3A is an autonomous incorporated association which has adopted the Principles of the Network as set out in Part 2 of this Constitution.

1.5.3 The managing Committee of the Network is established under Part 5 of this Constitution and is hereafter known as the “Committee”.

1.5.4 Network meetings will generally be conducted by electronic means as determined at each prior meeting. Similarly, notice of meetings will generally be via electronic means as determined at each prior meeting.

1.5.5 The Network conducts an Annual General Meeting and, as required, Special General Meetings (see Part 4) as well as regular Committee meetings. “Special General Meeting” means any General Meeting other than the Annual General Meeting.

2. AIMS, OBJECTIVES and PRINCIPLES

2.1 Aims and Objectives.

The aims and objectives of the Network are:

- a) To provide information, advice, and relevant services to member U3As, and to encourage their involvement in the wider community, while recognising their autonomy.
- b) To encourage co-operation and networking between member U3As, and as far as practicable, **as well as** with other U3A organisations in Australia and internationally.
- c) To support the formation of U3As within the State of New South Wales and the Australian Capital Territory.
- d) To promote the U3A movement by publicising it through various media.
- e) To represent member U3As at State and National levels.
- f) To establish and maintain links with educational and Seniors' organisations.
- g) To co-operate with and seek support from relevant sources for applied research into lifelong learning and related aspects of ageing.
- h) To do all such things as may be conducive to the attainment of these objectives.

2.2 Principles of the Member U3As of the Network

[Based on the philosophy of the UK co-founder of the U3A movement, Dr. Peter Laslett.] The principles of the U3A Network Members are:

- a) To provide affordable learning and social opportunities for older people, using the skills and abilities of the members themselves.
- b) Those who learn shall teach and those who teach shall learn, and there shall be no distinction between the two.
- c) There shall be no qualifications for membership, and no awards, degrees or diplomas shall be given.
- d) The emphasis shall be on learning for the love of it; and shall include an emphasis on the values of making things and improving skills of all kinds.
- e) Learning shall take place in a friendly, supportive, social environment
- f) Those joining a U3A shall pay for its upkeep.
- g) There shall be no payment to any person (member or non-member) for teaching or providing a service to members except in the case of reimbursement for such expenses as travel, photocopying, etc.
- h) The curriculum of a U3A shall be determined by the needs/preferences of its members and according to the resources available to it.
- i) To be at all times, non-political and non-sectarian.

3. MEMBERSHIP OF THE NETWORK

3.1 Qualification for membership

3.1.1 Membership of the Network shall be open to any U3A which.

- (a) is a member of the Network at the date of adoption of this Constitution; or (b) on application for membership by any U3A that can demonstrate it:
 - (i) has been formed at a Public Meeting and as a result of a positive vote for the establishment of a U3A; and
 - (ii) has a democratically elected executive; and
 - (iii) has adopted a constitution; or is able to show that a constitution is currently in the process of being created; and
 - (v) is incorporated or is taking steps towards incorporation; and
 - (vi) adopts the Principles of the Members of the Network (Outlined in Section 2.2).

3.1.2 Membership is not restricted to the State of New South Wales or the Australian Capital Territory.

3.1.3 There shall be two classes of Member:

- (a) Full member, which is open only to a U3A that is incorporated in Australia and is physically located in mainland New South Wales or the Australian Capital Territory, and
- (b) Associate Member, which is open to a U3A that is incorporated and/or is physically located outside New South Wales or the Australian Capital Territory and which meets all the qualifications for membership in 3.1.1.

3.2 Application for membership

3.2.1 An application for membership will be made on the form prescribed by the Committee.

3.2.2 Upon receipt of the application for membership, a Membership Sub-committee comprising the Vice-President, Secretary and one other member of the Committee will consider the application.

3.2.3 Applications must be considered within 28 days of receipt by the Secretary.

3.2.4 An applicant, which meets the qualifications for membership will be granted membership on payment of the annual fee referred to in part 6.2.1.

3.2.5 If an application is refused, the applicant may appeal to the Network Committee for reconsideration of the application. In doing so, the applicant may introduce new material which indicates that it meets the criteria for membership.

3.2.6 The Membership Sub-committee may conduct its meetings electronically.

3.3. Membership rights and liabilities

- (a) Only a Full Member U3A of the Network, which is currently financial, is entitled to all the rights, privileges, services, and other advantages of Membership.
- (b) An Associate Member shall have no voting rights or rights of representation, nor can an individual who is a member of an Associate Member U3A be nominated as a candidate for any Committee position, but an Associate Member U3A is otherwise entitled to access the services offered by the Network from time to time in the same manner as a full Member U3A provided that this does not detrimentally affect the efficient operations of the Network.

The liability of a member U3A of the Network to contribute to the payment of the debts or liabilities of the Network, or the expenses of winding up the Network, is limited to the amount, if any, of any unpaid membership fees and other levies, fees, or contributions (if any) payable during its membership of the Network.

3.4 Cessation of membership

3.4.1 A U3A ceases to be a member of the Network if that U3A:

- (a) ceases to exist; or
- (b) resigns from membership; or
- (c) is not financial for more than 12 months; or
- (d) is expelled from membership.

3.4.2 A Member U3A may resign from membership upon giving notice in writing to the Secretary, but shall not be entitled to any refund of membership fees or any other fees, levies or contributions paid for that membership year.

3.5 Membership Register

The Secretary will maintain a Register of Member U3As showing the name, address, and dates of commencement and cessation of membership.

3.6 Resolution of internal disputes (Grievance Procedure)

3.6.1 Disputes between Member U3As of the Network, or between Member U3As of the Network and the Committee, or between the Committee members, are to be referred to a Community Justice Centre or another independent mediator agreed upon by the parties to the dispute, or failing agreement, nominated by the President.

3.6.2 Any such dispute shall be notified to the Secretary in writing and mediation shall be arranged to commence within 14 days of that notification.

3.7 Discipline Procedures

3.7.1 Where the Committee is of the opinion that a member U3A has persistently or willfully behaved in a manner prejudicial to the interests of the Network or to the interest of other member U3As, the Committee may by resolution require the member U3A to show cause why the member should not be disciplined by the Committee for that behaviour.

3.7.2 Where the Committee passes such a resolution, the Secretary will:

- (a) advise the member U3A of the terms of the resolution and the grounds upon which it is based; and
- (b) give not less than 14 days' notice to the member inviting the member to be represented at and to address the Committee, and/or to make a written submission to the Committee, in response to the resolution: and
- (c) advise that the member may present other written submissions from other members in support; and
- (d) give notice of the time, date, and place of that meeting which may be held electronically.

3.7.3 At the meeting, the Committee will

- (a) give due consideration to those representations and submissions made by or on behalf of the member; and
- (b) by resolution determine whether to;
 - (i) reprimand the Member U3A; or
 - (ii) suspend the Member U3A from the privileges of membership for a specified period not exceeding 6 months; or
 - (iii) expel the Member U3A from membership; or
 - iv) take no further action.

3.7.4 Within 7 days of the meeting, the Secretary will notify the Member U3A in writing of the Committee's resolution, and the Member U3A's right of appeal to a special general meeting of the Network.

3.7.5 The Member U3A may give notice of appeal against the Committee's resolution, in writing, within 14 days of receiving the notice of the resolution by serving a notice on the Secretary.

3.7.6 The Committee's decision made under Clause 3.7.3 above does not take effect until the expiration of the time for exercising the right of appeal has expired, or if notice of appeal has been given, unless and until the appeal is determined.

3.7.7 On receiving a notice of appeal, the Secretary will convene a Special General Meeting of the Network to be held within 28 days after the date upon which the Secretary received the notice of appeal. The meeting so convened may be held electronically.

3.7.8 At the special general meeting convened to hear the appeal:

- (a) no other business other than the question shall be dealt with; and
- (b) the Committee and the member shall be given the opportunity to put their respective cases; and
- (c) after those cases have been presented, the members attending may vote:
 - (i) in support of the committee's resolution; or
 - (ii) in support of a lesser penalty, if proposed; or
 - (iii) to revoke the committee's resolution.

4. GENERAL MEETINGS OF THE NETWORK

4.1 Annual General Meeting

4.1.1 The Committee shall convene the Annual General Meeting of the Network within 6 months after the expiration of the Network's financial year.

4.1.2 The Secretary shall give not less than 21 days' notice in writing to all members of the Network of the Annual General Meeting and of the date and place and time at which it will be held, and of the business to be transacted at the meeting. The notice may be given electronically.

4.1.3 The business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the previous Annual General meeting and of any Special General Meeting held since that meeting.
- (b) to receive a report from the President and such other relevant Committee members on the activities of the Network during the preceding financial year.
- (c) to receive and consider the statement by the Treasurer which is required to be submitted to members pursuant to the *Associations Incorporation Act* (being a statement of the financial affairs of the Network).
- (d) to declare the results of the election of the Committee.
- (e) such other general business of which at least 14 days' notice has been given; and
- (f) any other general business from the floor admitted at the discretion of the President.

4.1.4 General Meetings including Annual General Meetings may be called and conducted electronically. Where a meeting is conducted electronically the rules for quorums, discussion, and voting will be adapted so as to conform to the requirements of a physical meeting, subject to allowing at least 7 days for discussion preceding the voting on any resolution.

4.2 Special General meetings

4.2.1 The Committee may call a Special General meeting of the Network upon giving not less than 14 days' notice of the purpose of the meeting.

4.2.2 A Special General meeting will be called if at least 10% of the members of the Network request it in writing, by the Presidents of those Member U3As. The request must specify the purpose of the meeting including details of any reports to be tabled and any nominated speakers. The request may be made electronically.

4.2.3 Within 7 days of receiving the request, the Secretary will give not less than 14 days' notice in writing of the Special General meeting, and of the date and place and time at which it will be held, and of the business to be transacted at the meeting.

4.2.4 Special General meetings may be called and conducted electronically. Where a meeting is conducted electronically, the rules for quorums, discussion, and voting will be adapted so as to conform to the requirements of a physical meeting, subject to allowing at least 7 days for discussion preceding the voting on any resolution.

4.3 Meeting Procedures

4.3.1 Each Member U3A may nominate a Voting Delegate to represent it at an Annual General Meeting or a Special General Meeting, notified to the Secretary at least 24 hours before the commencement of the meeting. Only the Voting Delegate may vote at the meeting. The Voting Delegate must be a financial member of a Member U3A.

4.3.2 No business shall be transacted at any meeting of the Network unless a quorum of Voting Delegates is present. A quorum at an Annual General meeting or a Special General meeting shall be Voting Delegates representing at least 25% of the Network membership located within New South Wales and the Australian Capital Territory, in person or on-line as appropriate for a physical or an electronic meeting.

4.3.3 If a quorum is not present within an hour of the specified time of a physical meeting or of an electronic meeting, the Chairperson must:

- (a) adjourn the meeting for at least 7 days, or
- (b) declare that the Voting Delegates present either in person and/or on-line constitute a quorum.

4.3.4 If a quorum is not present within the next half-hour after the time fixed for an adjourned meeting, the Voting Delegates, who are present and who are entitled to vote on a motion or election, constitute a quorum for considering that motion or business and any subsequent motion or business at the meeting.

4.3.5 The President, or in his/her absence the Vice-President or another member of the Committee nominated by the President, will preside as Chairperson of any General meeting of the Network.

4.3.6 The Committee may develop Standing Orders for the conduct of General meetings physically or electronically, which will ensure adequate opportunity for all members to participate through their Voting Delegates, orderly discussion, and voting procedures.

4.3.7 A resolution is passed by the Network as an ordinary resolution at a General meeting or in an electronic ballot, if it is supported by more than half of the votes cast by Voting Delegates.

4.3.8 In the case of an equality of votes at a General meeting or electronic ballot, the chairperson is entitled to exercise a casting vote.

4.3.9 All votes will be cast personally, and proxy voting will not be permitted.

5. MANAGEMENT OF THE NETWORK

5.1 Committee of Management (COM)

The Committee of Management must have at least nine members, one Regional Representative from each of the 9 U3A Regions in NSW and the ACT.

The Committee of Management shall comprise persons who are individual members of a Member U3A, and who are elected by the Member U3As to manage the affairs of the Network. In doing so, the Committee may exercise all functions of the Network except those that must be exercised by a General meeting of the Network. The Committee may not rescind a resolution of a General meeting.

5.2 Appointment of Committee Members

5.2.1 The Committee shall comprise the following persons:

- a) one Regional Representative appointed by each NSW Region and declared as representing the Region as agreed by the Member U3As. The regions shall comprise:
 - i. one Sydney metropolitan region; and
 - ii. eight non-metropolitan regions within New South Wales (including the Australian Capital Territory) with approximately the same number of U3As in each non-metropolitan region. The composition of regions to be established and adjusted as necessary by the Committee of Management in consultation with the member U3As.
- b) up to three Co-opted Committee Members appointed by the COM.

Following the AGM, the Regional Representatives shall form the Committee and, either from within their ranks elect the:

- d) President.
- e) Vice-President.
- f) Secretary and
- g) Treasurer.

Or ...

Should the necessary skills and/or qualifications and/or desire for any executive position on the Committee not be present among the 9 elected Regional Representatives, the Committee may appoint Co-opted Committee Members who:

- a) have relevant experience and expertise and
- c) do not have any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of their judgment in relation to the Network.
- d) have consented in writing to be a Committee Member of the Committee of Management.

Subject to there being a minimum of 9 and a maximum of 12 members of the Committee of Management.

5.3 Election of the Regional Representatives

5.3.1 An individual who resides in a region and is a financial member of a Member U3A located in New South Wales or the Australian Capital Territory is eligible to be nominated as a candidate for Regional Representative for that region, provided their nomination has been endorsed by a

majority of Member U3As in the Region. If more than one nomination is received, the Regional U3As will need to select one nominee as their Regional Representative to be declared as such at the AGM.

5.3.2 Nominations for all positions shall be in writing, signed by the candidate and two individual financial members of a Member U3A. Candidates may submit statements and photographs in support of their nomination, prior to the close of nominations, for distribution with the ballot papers, if necessary, within their Region.

5.3.3 The election of Regional Representatives will be conducted by the Member U3As of the respective Regions and must certify that their nominee is a financial member of a U3A within their Region and has been fairly elected to represent them.

5.3.4 The nomination must be delivered to the Returning Officer not less than 14 days prior to the date fixed for holding the Annual General Meeting.

5.3.5 The elected Representative from each Region shall be declared elected at the Annual General Meeting.

5.3.6 Where an election for Regional Representative is necessary it shall be conducted by electronic vote conducted in accordance with Schedule 3 of the Associations Incorporation Regulations 2016. Ballot papers shall be counted by the Returning Officer and an independent scrutineer and the results shall be declared at the Annual General Meeting

5.3.7 All members of the Committee shall be elected for one-year terms (including co-opted members), commencing after the conclusion of the Annual General Meeting at which the Committee Membership is declared, and ending at the conclusion of the next Annual General Meeting. All members (including co-opted members) may be re-elected or re-appointed to serve multiple terms.

5.4 The Role of the Regional Representative

5.4.1 The Member U3As of the Network are allocated into regions for administrative purposes, providing a direct link to the Network committee through their Regional Representative. The Regional Representative is not a co-ordinator, but facilitates communication and consultation between U3A Members and addresses their concerns.

5.4.2 The Regional Representative will:

- (a) Serve as a member of the Management Committee and contribute to delegated tasks of Network administration as needed.
- (b) Be a conduit between the Committee and the member U3As in their region providing information and raising issues of concern.
- (c) Provide advice and assistance on U3A matters to groups in the region, upon request, or to guide them to where they might obtain more precise information.
- (d) Assist new U3As in the region to become established. The Regional Representative should subscribe and foster, the aims and objectives of the Network (as outlined in this Constitution).
- (e) Be approachable and become a name and a face that U3A Members in the Region can recognise, and
- (f) Will meet with the U3As within their Region at least annually. This can be arranged collectively or individually. Regional Forums may be convened as physical meetings, or by Zoom or otherwise as circumstances dictate.

5.5 Selection of Co-opted members of the Committee

5.5.1 The Committee (at this point made up only of the Regional Representatives) to determine what (if any) positions on the Committee are to be filled by Co-opted members.

5.5.2 If co-opted members are required, a sub-committee to be established to oversee the consideration of potential co-opted committee members and to make recommendations on potential candidates to the Committee. The size of the sub-committee to be determined by the Regional Representatives.

The process for co-opting members is to be determined by the Committee at the first Committee meeting after the AGM with consideration of the following:

1. identifying the specific skills, expertise, and perspectives that would complement the existing Committee. This includes assessing current skills/experience of Committee members. Clearly defining the desired qualifications will ensure that new Committee members bring value to the organisation.
2. Making use of Committee members, staff, volunteers, and supporters of the organization to identify individuals who may be interested in serving on the Committee.
3. Articulating the benefits of serving on the Committee including to make a meaningful impact on the community or cause the organization serves.
4. When recruiting non-member candidates, emphasize the organization's commitment to inclusivity and diversity. By fostering a diverse Committee of Management the organization can better address the needs and perspectives of its constituents.
5. Provide potential members with clear expectations regarding their roles and responsibilities.
6. The Committee should sign off on recommendations for co-opted candidates

5.5.3 Co-opted members will be appointed annually by the Committee.

5.6 Voting Rights on the Committee

Only Regional Representatives will be full voting members of the Committee. Co-opted members will participate in all discussions and decisions, but if a formal vote is conducted, only Regional Representatives may participate.

5.7 Casual Vacancies on Committee

5.7.1 A Committee position will become vacant if:

- (a) the position is not filled at the Annual General Meeting; or
- (b) the Committee member:
 - (i) resigns;
or
 - (ii) ceases to be a financial member of a Member U3A, or if the Member U3A ceases to be a member of the Network;
or
 - (iii) is absent without good reason from 3 consecutive meetings of the Committee;
or
 - (iv) fails to disclose a direct or indirect interest in a matter being considered by the Committee and to abstain from any discussion or decision about that matter; or

- (v) dishonestly uses information or his or her position with the intention of gaining advantage for him or herself or any other person or to the detriment of the Network;
- or
- (vi) becomes incapable of carrying out his or her duties by reason of ill-health;
- or
- (vii) becomes insolvent under administration under the Bankruptcy Act;
- or
- (viii) is removed from office by the Member U3As.

5.7.2 If the Committee proposes to declare the position of a sitting Committee member vacant for any reason, the Secretary must give that member not less than 14 days clear notice of its intention to do so, and invite the Committee member to make any submissions on the matter, before making such a declaration. The Committee member may invoke the provisions of Clauses 3.6 or 3.7 of this Constitution in response.

5.7.3 If there are insufficient nominations received for Committee positions, or a vacancy is caused by the resignation or removal of a member of the Committee, the Committee may co-opt additional members to the Committee to fill the vacancy so as to meet the needs of the Committee's operations, provided that the total membership of the committee does not exceed twelve members. Where possible, a regional vacancy shall be filled by a person from within that region, but if no such person is available, another committee member may be appointed by the Committee to act as a representative for U3As within that region.

5.8 Committee Register

The Secretary shall maintain a register of members of the Committee showing name, address, and date of commencement and cessation of membership of the Committee.

5.9 Committee meetings

5.9.1 The committee shall meet at least six times between Annual General Meetings. Additional meetings may be convened by the President, or in his or her absence, by the Vice- President, or by two other members of the committee.

5.9.2 At least 7 clear days' notice shall be given of the meeting, and the notice shall specify the date, time, and place (if the meeting is held physically) of the meeting, and the general nature of the business of the meeting. Committee meetings may be held electronically.

5.9.3 No business shall be transacted by the Committee unless a quorum of five Regional Representatives is present. If within half an hour no quorum is present, the meeting shall be adjourned for 7 days at a specified time and place.

5.9.4 The President, or in his or her absence the Vice-President or such other member as the committee shall choose, shall preside over Committee meetings.

5.8.5 The Committee may develop Standing Orders for the conduct of its meetings held physically and/or electronically, which will ensure adequate opportunity for all members to participate, orderly discussion, and voting procedures.

5.9.6 Committee decisions may be made by consensus or by a simple majority vote.

5.10 Committee Delegations

5.10.1 The Executive Committee:

- a) The President, Vice-President, Secretary and Treasurer shall comprise the Executive Committee, which may meet during intervals between Committee meetings to make decisions on matters connected with the management of the affairs of the Network, and if it does so, shall report on any decision taken by the Executive Committee to the Committee of Management within 7 days thereof for ratification and approval.
- b) The Executive Committee may exercise the powers of the Committee, other than the following: (a) to commit the Network to any expense exceeding \$500 or such other amount as a General Meeting may resolve; (b) to rescind a resolution passed by the Committee or by a General Meeting; (c) to exercise a function only exercisable by the Committee under any law.
- c) Three members of the Executive Committee constitute a quorum of that committee.

5.10.2 Sub-committees and working parties.

- a) The Committee may appoint sub-committees and working parties to assist the Committee, either as on-going sub-committees with specific terms of reference and delegations to monitor and manage matters; or as *ad hoc* working parties to investigate and/or manage specific issues and report and make recommendations to the Committee.
- b) Each such sub-committee or working party shall be convened and chaired by a member of the Committee, and may include persons who are individual financial members of a member U3A but are not members of the Committee.
- c) Where a sub-committee or working party completes its assignment, it shall submit a report with recommendations to the Committee for approval before action is taken.
- d) The Committee may appoint individuals who are financial members of a member U3A, but who are not members of the Committee, to carry out specified service functions on behalf of the Network. Such individual members will be accountable to the Committee through a designated member of the Committee, who will present reports and recommendations on their behalf.
- e) The Committee may at any time and without giving reasons revoke the appointment of any sub-committee or working party appointed under this part.

6. FINANCIAL MANAGEMENT

6.1 Financial year

The Financial Year of the Network is a calendar year.

6.2 Fees and subscriptions

6.2.1 Member U3As shall pay an annual membership fee set by the Network Members at the Annual General Meeting. The annual membership fee for an Associate Member may be set at a different amount to that of a Full Member.

6.2.2 Fees shall be due and payable on the 1st day of January each year, or on the date of approval of membership.

6.2.3 If the annual membership fee is unpaid two months after the due date, that U3A becomes unfinancial until payment is made.

6.2.4 The Committee may set additional fees, levies or contributions payable towards the provision of the services of the Network, but those payments shall be payable on a voluntary basis according to the participation in or acceptance of a U3A of those services.

6.3. Management of funds

6.3.1 The funds of the Network shall be used in pursuance of the objectives of the Network in such manner as the Committee determines.

6.3.2 The Committee shall establish bank accounts in the name of the Network, and may deposit surplus funds in bank securities. "Bank" includes a licensed Credit Union or Building Society. All payments either by cheque and/or other internet banking instruments shall be signed or approved by any two designated members of the Committee.

6.3.3 All moneys received by the Network shall, as soon as practicable, be paid into the Network's bank account.

6.3.4 It is the duty of the Treasurer to ensure that:

- (a) all monies due to the association is collected, received and banked and that all payments authorized are made; and
- (b) correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association; and
- (c) the Annual Financial Statements be reviewed by a suitably qualified volunteer reviewer or an auditor prior to being presented at the AGM.

6.3.5 No member of the Committee shall be paid a salary, and no remuneration or benefit in money or kind shall be made to any Committee member or other individual member of a member U3A providing services to the Committee except in reimbursement of reasonable expenses incurred in carrying out the work of the Network and approved by the Committee.

6.3.6 The network may affect and maintain insurance and licenses on behalf of members, the Executive and Committee members relevant to the conduct of their educational and administrative functions, and in respect of property owned by the network.

6.3.7 The funds of the Network shall be derived from membership fees, donations, grants, contributions from Member U3As towards the insurance premiums and license fees, and such other sources as the Committee may determine in respect to the provision of Network services to member U3As.

6.3.8 In accordance with the *Associations Incorporation Act 2009*, the Network may execute documents without using a common seal if the document is signed by two of its authorised signatories.

6.4 Winding up or cancellation of Incorporation

On the winding up or cancellation of the registration of the Network, the net assets of the Network (after payment of any debts and expenses including any associated with the winding up) will be distributed in accordance with the following special resolution passed by the Network at the time of adopting this constitution:

- (a) as to any asset or any unexpended part of a grant that has been provided by a government or public authority – to be returned to that authority.
- (b) as to any other assets or funds, to be distributed to such member U3As whose constitution, at the time of distribution, prohibits the distribution of property to its individual members; or
- (c) failing any such Member U3As, then to such other not-for-profit organisation or organisations with similar interests as the committee or any administrator may determine.

7. RECORDS

7.1 It is the duty of the Secretary:

- (a) to maintain a register of members;
- (b) to keep minutes of General meetings and Committee meetings, including a record of attendances, Voting Delegates, and other appointments and authorisations, as required;
- (c) to maintain a register of Committee members; and
- (d) to maintain a record of disclosures of interests.

7.2 The minutes of a meeting:

Subject to confirmation at the next meeting, shall be signed by the chairperson of that subsequent meeting.

7.3 The Secretary shall keep:

In his or her custody and control all records, books and other documents relating to the Network, except those expressly required to be kept by the Public Officer. The records, books and other documents shall be open for inspection, free of charge, by an executive office-bearer of a member U3A, by arrangement with the Secretary.

7.4 Within 14 days of vacating office:

A Committee member must ensure that all documents in his or her possession, which belong to the Network, are delivered to another Committee member of the Network.

7.5 Appointment of the Public Officer:

The Committee shall appoint one of its members as Public Officer (as defined in the Associations Incorporation Act) who is responsible for compliance by the Network of its legal obligations. The Public Officer is, by virtue of that office, an authorised signatory of the Network.

8. MISCELLANEOUS

8.1 Notices

A notice may be served by or on behalf of the Network on any Member U3A, either personally or by pre-paid post or electronically (with acknowledgement of receipt) to the member at the address shown in the Register of Members, and the notice shall be deemed to have been served.

8.2 Alteration of Constitution

The objectives and rules of the Network may be amended or rescinded only by Special Resolution of the Network.