

Constitution and Rules
of
U3A Takapuna Incorporated

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1. NAME

The name of this Society is: **U3A Takapuna Incorporated**

2. OBJECTS AND POWERS

2.1 OBJECTS

The objects of the Society are to advance the education and interests of people in the community – particularly the middle aged and older people who are not in full-time gainful employment.

2.2 POWERS

- (i) In the furtherance of the above, the Society may purchase, take on lease or in exchange, hire and otherwise acquire or dispose of real or personal property and any rights and privileges which the Members may think necessary for the promotion of the Society's objects.
- (ii) To borrow or raise or secure the payment of money in such manner as the Committee shall think fit and in particular by mortgages, sub-mortgages, charges, bonds, mortgage debenture or debentures perpetual of otherwise with or without security or charged upon all or any of the Society's property (both present and future) or by Bills of Exchange, promissory notes or other negotiable instruments and to purchase, redeem or pay off any such securities in pursuance in each case of a resolution passed at a General Meeting.
- (iii) Publish books, pamphlets, reports, leaflets, journals, films, videos, DVDs and instructional matter.
- (iv) Found and carry on schools and training courses and run lectures, seminars, conferences and courses.
- (v) Encourage and assist in the formation and operation of area and regional groupings of other Societies.
- (vi) Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of the Society or any of them and to hold funds in trust for the same.
- (vii) Do all such other lawful things as may be necessary for the attainment of the above Objects or any of them.

3. MEMBERSHIP

- 3.1 All persons interested in supporting the objects of the Society shall be admitted to membership after the approval of the Committee and upon payment of the annual subscription as determined by the Committee, provided they agree to abide by any conditions properly imposed by the Committee.
- 3.2 The Committee may admit to membership as an Honorary Member any person who renders special services to the Society whilst such services are being rendered.

- 3.3 The Committee may terminate membership of any member if:
- (i) There is any money owed to the Society in respect of membership or other fees after six months.
 - (ii) That member acts in a way which is prejudicial to the Society or brings it into disrepute.
- 3.4 A member may resign from membership at any time.
- 3.5 The Committee may in recognition of outstanding service to the Club appoint any person as an honorary life member no longer liable for the payment of the annual subscription.

4. ALTERATION TO THE RULES

These rules may be amended with the assent of not less than two thirds of the members of the Society present and voting at a General Meeting. Twenty one (21) clear days' notice shall be given to members stating the intention to put forward such a resolution. Provided, however, that any alterations, additions or rescissions to the Constitution and Rules of the Society do not change its charitable nature.

5. ANNUAL AND SPECIAL GENERAL MEETINGS

- 5.1 The Annual General Meeting shall be held once in each year and not later than fifteen months after the previous AGM. At least 21 days' notice shall be given in writing to all members. A quorum shall be 20% of all paid-up members. The business of the AGM shall include:-
- (i) Receiving and approving the Annual Report;
 - (ii) Receiving and approving the audited accounts;
 - (iii) Electing a President, Vice-President, Secretary, Treasurer and members of this Committee;
 - (iv) Appointing an auditor for the accounts;
 - (v) Consider proposals to alter the rules subject to the requirements of Clause 4.
- 5.2 A Special General Meeting of the Society may be convened at any time by a resolution of the Committee or upon a requisition signed by one fifth or more members stating the object of the meeting. A meeting held on such a requisition shall be called by the Secretary of the Society giving the members fourteen days written notice of such a meeting. There shall be a quorum when 20% of members are present.
- 5.3 The President of the Society shall preside over any Committee or General Meeting at which he or she is present. In his/her absence the Vice-President or any member elected by the meeting shall preside. The President of the meeting shall have a casting vote.
- 5.4 Voting at all meetings is to be by a show of hands unless an election is necessary for the Committee or Officers, when voting will be by secret ballot.

6. MANAGEMENT

6.1 The Committee shall consist of:cx

- (i) At least five and not more than twelve (excluding those who are co-opted) including the principal officers President, Vice-President, Secretary, Treasurer. The Committee shall be elected at an Annual General Meeting.

6.2 Time of service:

- (i) The President shall not serve in that office for a period longer than two consecutive years at any one time.
 - (ii)
 - (a) The Vice-President may not serve in that office for a period longer than two consecutive years at any one time.
 - (b) A Secretary may not serve in that office for a period longer than four consecutive years at any one time.
 - (c) A Treasurer may not serve in that office for a period longer than four consecutive years at any one time.
 - (d) Ordinary Committee Members may not serve in that office for a period longer than three consecutive years at any one time unless additional years are served in a particular office.
 - (iii) A retiring Immediate Past President may not hold any specific office other than as an ordinary Committee Member for one year after his or her retirement.
 - (iv) Nominations for the Committee shall be in writing signed by the nominee, proposer and seconder and delivered to the Secretary by a date specified by the Committee.
 - (v) The newly elected Committee shall take office at the conclusion of the AGM.
 - (vi) There shall be no less than four Committee meetings a year.
 - (vii) Committee Members may resign office by giving not less than 21 days' notice in writing to the Secretary or President. The Committee has power to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election.
 - (viii) At Committee meetings, matters shall be decided by a simple majority of votes of Committee Members present. In the case of an equality of votes, the President shall have a second or casting vote.
 - (ix) A quorum of any Committee meeting shall be five or one-third of the Committee whichever is the greater.
- 6.3 Special Committee meetings may be called at any time by the President or by any three members of the Committee upon seven clear days notice being given to all Committee members of all the matters to be discussed.
- 6.4 The Committee may appoint sub-committees to which it may from time to time and for such time as it determines delegate such of its powers and functions as it thinks fit. Sub-committees shall report back to the Committee as soon as possible on actions taken under delegated powers.
- 6.5 The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any member of any Committee or sub-committee.
- 6.6 The Secretary shall ensure that minutes are kept of all Committee and general meetings.

7. POWERS OF THE COMMITTEE

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

8. COMMON SEAL

The Common Seal of the Society shall be in the custody of the Secretary. This Seal shall not be affixed to any document except by the authority of the Committee and in the presence of any two members thereof who shall affix their signatures to every document sealed.

9. FINANCE

- 9.1 All the income and property of the Society shall be applied solely towards the objects of the said Society and none of it shall be paid or transferred in any way to its Committee Members provided nothing herein shall prevent to the payment in good faith of reasonable and proper remuneration to any officer or servant of the said Society (other than a Committee Member) and repayment of out of pocket expenses to members or Committee Members in the course of the work of the Society.
- 9.2 The Society shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest or otherwise. Any money raised and received may be retained by the Society and be used at the discretion of the Committee.
- 9.3 The financial year of the Society shall end on 30th day of June in each year.
- 9.4 The Committee may appoint employees either permanently or on a fixed term contract, who are not members of the Committee, as may from time to time be necessary for carrying out the work of the Society and may fix their term and conditions of employment.
- 9.5 All paper costs, charges and expenses incidental to the management of the Society may be defrayed from the funds of the Society.
- 9.6 The Treasurer shall keep accounts of all the moneys received and expended on behalf of the Society and shall prepare and publish such accounts duly audited at the AGM. All monetary transactions shall be made through properly authorised accounts in accordance with the directions of the Committee.
- 9.7 No Committee Member shall be chargeable or responsible for loss caused by any thing or act done or omitted to be done by him/her or any agent employed by him/her or any other Committee Member although the employment of such agent may not be strictly necessary or expedient or by reason of any mistake or omission made in good faith by any Committee Member or by reason of any other matter or thing other than wilful and individual fraud or wrongdoing on the part of the Committee Member who is sought to be made liable.

10. PERSONAL BENEFIT

Notwithstanding anything expressed or implied in these constitution and rules, the activities of the Society shall not be carried on for the personal pecuniary profit or benefit of any member or individual or associated person.

11. PAYMENTS TO MEMBERS

No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

12. DISSOLUTION

- 12.1 The Society may at any time be dissolved by a resolution which may be carried by a simple majority of a Special General Meeting convened for that purpose and in such an event and after all liabilities have been met, any surplus assets shall be handed over to such body or bodies with similar objects or to such charity or charities as may be selected by such meeting **PROVIDED HOWEVER** that any such resolution for winding-up shall be confirmed by a resolution carried by a simple majority at a further Special General Meeting called for that purpose and held not earlier than thirty days after the meeting at which such resolution for winding-up was initially passed.
- 12.2 If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any funds or property whatsoever, the same shall not be paid or distributed among the members of the Society, but shall be given or transferred to some other non-profit body having objects similar to the objects of the Society, or to some other charitable organisation, within New Zealand.

13. INLAND REVENUE

No addition or alteration or deletion of the non-profit aims, personal benefit clause, payments to members clause or the winding up clause shall be made without the approval of the Inland Revenue Department.

The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.