

# Constitution

These rules are made 7<sup>th</sup> February 2024

## **THE RULES OF U3A PORT HILLS INCORPORATED**

### **1 NAME**

The name of the Group is **U3A PORT HILLS INCORPORATED** ("U3A", "the Society")

### **2 OBJECTS**

The objects of U3A are:

- a) To provide ongoing learning for people who have reached their retirement years;
- b) To promote an environment for the expansion of knowledge with the attendant benefits that continuity of learning and related social activity brings;
- c) To be self-sufficient in determining U3A's programme of preferred studies and to provide presenters from within its membership where that resource exists and to seek assistance from other presenters where U3A members lack the appropriate knowledge and expertise.
- d) To be involved in any other education related charitable activities.
- e) The activities of the Society will be limited to New Zealand.

### **3 POWERS**

The Committee on behalf of the Society shall have the power to do all such things as it deems necessary for the achievement of the above charitable objects, including, but not limited to:

- a) **Grants and Donations:** To solicit, receive, enlist and accept financial grants or other support from individuals and organisations, authorities and government, provided that this is not subject to any condition that is inconsistent with the achievement of the objects of U3A;
- b) **Contracts:** To liaise, negotiate, work with, enter into and be party to contracts and agreements with any party and on such terms as the Committee think fit;
- c) **Receive Donations:** To solicit and accept any property or money donated to U3A, including a transfer or conveyance of real or personal property, whether subject to any trust, provided that it is not subject to any condition that is inconsistent with the achievement of the objects of U3A;
- d) **Policies and Bylaws:** To make any policies or bylaws necessary or helpful for the running of U3A;
- e) **Rent, Lease or Buy Property:** To rent, hire, lease or buy property on such terms as the Committee agree;
- f) **Reimburse Expenses:** Subject to clause 12 of this Constitution, to pay or reimburse from the funds of U3A any costs or expenses incurred in the course of the Committee Members or Volunteers discharging or exercising any of their powers and duties;
- g) **Use of Funds:** To use the funds of U3A as necessary or desirable to further the charitable objects of the Society.

### **4 MEMBERSHIP**

- a) For the purpose of this Rule every person who has attained the age of 55 years and paid the annual fee and whose membership has not otherwise ceased shall be deemed a member.
- b) Individuals who have attained the age of 55 years are eligible to apply for membership of U3A Port Hills.

- c) The Committee or other members may approach any individual and invite them to join as a member.
- d) Any individual who wishes to be considered for membership may approach a member of the Committee and request consideration for membership of the Society.
- e) Applicants for membership shall:
  - i) complete any application form provided, and
  - ii) pay any fee as has been set by the Society, and
  - iii) supply such information as may be requested by the Committee.
- f) The Committee shall be responsible for deciding who may be admitted as a member in accordance with any membership policies of the Society and shall advise the applicant of its decision.
  - i) The Committee shall be required to give reasons for approving or not approving any application submitted to it.
  - ii) Any applicant declined membership may make one further application as of right and further applications at the discretion of the Committee and shall be allowed, on reasonable notice, to address the Committee in person, or through a spokesperson, in support of such further application.
- g) Life and/or Honorary Members may be appointed.
  - i) A Life Member is a member honoured for meritorious services to U3A after recommendation by the Committee and election as a Life Member by resolution of a two-thirds majority of members present and voting at General Meeting. A Life Member shall have all the rights and privileges as any member and shall be subject to all the same duties except of paying annual fees.
  - ii) An Honorary Member is a person who has made an outstanding contribution to the work of U3A after recommendation by the Committee and election as an Honorary Member by resolution of a two-thirds majority of members present and voting at a General Meeting. An Honorary Member shall have all the rights and privileges as any member and shall be subject to all the same duties except of paying annual fees and voting.
- h) Membership in any year shall be deemed to have commenced on the first day of January and to have terminated on the thirty-first day of December next.
- i) The Committee shall keep a register of all persons who are financial members of U3A ["the membership list"]. The Committee may, from time to time restrict the number of new members as the committee sees fit.
- j) Every person who is a member of U3A in any year shall have the option of continuing his/her membership for the next ensuing year by correctly exercising that option as hereinafter provided, by submitting the membership fee either in person, or by direct credit to the U3A bank account, or by post to the Treasurer no later than two months after the AGM.
- k) The committee has the right to suspend or terminate the membership of any person.
- l) Any member wishing to appeal against suspension or expulsion may make one appeal as of right and further appeals at the discretion of the Committee, and shall be allowed, on reasonable notice, to address the Committee in person, or through a spokesperson, in support of their appeal.
- m) Membership will entitle the member to join any of the interest groups. (Subject to a position being available)
- n) Only financial members will be entitled to attend interest groups.

- o) Non-financial persons will be welcome to attend up to three monthly meetings of U3A, on the understanding that they will pay the entry charge set by the Committee to cover the ongoing costs.
- p) All members shall promote the purposes of the Society and will do nothing to bring the Society into disrepute.

## **5 RESIGNATION OF MEMBERS**

- a) Any member may resign his/her membership at any time by giving the Secretary notice verbally and/or in writing to that effect and such notice unless otherwise expressed will take place immediately.
- b) Any person who applies to renew his/her membership in accordance with Rule 4 j) but who fails to pay the annual fee by the end of May shall be deemed to have resigned. Such person shall have no membership rights and shall not be entitled participate in any U3A activity until all arrears are paid in full. The Committee may, in its discretion, delay or waive payment of the annual fee in the case of that member as the committee thinks fit.

## **6 ANNUAL GENERAL MEETING (AGM)**

- a) The AGM of U3A shall be held within two months of the end of the financial year at such time date and place as the Committee shall determine.
- b) The AGM will carry out the following business:
  - i) Receive the minutes of the previous annual general meeting and of any other special general meeting held since that annual general meeting.
  - ii) Receive the report of the Committee and the annual accounts of U3A in relation to the previous financial year.
  - iii) Elect the President, Vice President, Treasurer, Secretary and Committee for the ensuing year. The Committee will have the power to fill any places vacant following the Annual General Meeting, or any vacancy that arises in the Committee or among its named Officers until the next Annual General Meeting.
  - iv) Any financial member may stand for election to the Committee.
  - v) Receive and consider any suggestions which any member may make for programme or topics to be studied or discussed and if thought fit to recommend the same to the Committee for implementation.
  - vi) Conduct any other business which may properly be brought before the meeting.
  - vii) Except as otherwise decided by the Committee, only financial members whose fees, accounts and/or fines have been paid in the preceding year shall be eligible to vote at the next Annual General Meeting.

## **7 SPECIAL GENERAL MEETING**

- a) A Special General Meeting must be called by the Secretary or President on receipt of a request in writing for such a meeting, stating the reason for having such a meeting, signed by not less than 10 members.
- b) The Committee may by its own resolution call a special general meeting.
- c) A notice calling a special general meeting shall in general terms state the business for which the meeting is called and at that meeting only that business will be discussed and transacted.
- d) A Special General Meeting must be held within two months of notification.
- e) Any Special General Meeting called shall comply with rule 8.

## **8 PROCEDURE FOR GENERAL MEETINGS**

- a) In these Rules, the terms 'general meeting' includes both an AGM and a special general meeting.
- b) Fourteen [14] days written notice of each general meeting must be given to all members. That notice shall state that the meeting is the annual general meeting or a special general meeting as the case may be and specify the time. Date and place of that meeting.
- c) A quorum at meetings shall consist of no fewer than twenty (20) members or twenty-five percent (25%) of the membership (whichever is the lesser) who are present in person at the meeting.
- d) The President or if he/she is absent or unable to act the Vice President will chair the meeting but if neither of them is present at that meeting or refuses to act the meeting will itself elect a person to chair the meeting.
- e) All questions may be decided by consensus but if any question cannot be arrived at by consensus it must be put as a motion and decided by a majority of votes.
  - i) If voting is tied the person chairing the meeting shall have a casting vote.
  - ii) Unless otherwise decided by those present, voting will be by a show of hands.
- f) Minutes of all meetings will be recorded.

## **9 OFFICERS**

- a) The Committee will consist of the President, Vice President, Secretary, and Treasurer, all ex officio members, and such number of additional members elected by the AGM as shall comprise the maximum number for the Committee as determined by that meeting.
- b) The AGM shall determine the number of persons who shall constitute the Committee for that year being no fewer than 6 but not more than 12. No person who the Charities Commission considers to be disqualified shall be eligible to serve on the Committee.
- c) Excepting the President, members of the Committee shall hold office until the next AGM of U3A. The President may hold office for two successive years, a term which may be extended for a further one year with the consent of the general membership.
- d) A quorum shall consist of 60 per centum of the total number of the Committee.
- e) Nominations for Officers and Committee members may be by way of notice of nomination in writing signed by the nominating member and endorsed by the person nominated and given to the Secretary not less than one week before the time fixed for the AGM. If in any year there are insufficient valid nominations to fill all vacant positions, oral nominations may be received at the meeting. In the case of an absentee member being nominated to the committee, the nomination can only be accepted if a written acceptance from the nominated person is presented.
- f) Where in any year the AGM shall fail to elect any person to fill the position of President, Vice President, Secretary, Treasurer or other Committee member the Committee may itself elect members to fill those vacancies.
- g) If any person being an Officer or member of the Committee of the group is unable to continue to hold office during the course of the year the Committee may co-opt a member of U3A to fill the vacancy.

## **10 THE DUTIES OF THE COMMITTEE**

- a) To ensure the conduct of the day-to-day affairs of U3A.
- b) To notify members of intended meetings and the business to be conducted at such meetings.
- c) To devise and/or approve activities to be conducted on behalf of U3A and to advise members of details applicable.
- d) To prepare and submit to each AGM a report of its work for the previous year and a statement of receipts and expenditure accounting for all moneys received and spent on behalf of the Society during the year together with a statement of the Society's assets and liabilities.
- e) To open and operate a bank account or accounts with any bank or savings bank.
- f) To enter into and negotiate the terms of Annual Service Level Agreements or room rental agreements.
- g) To remunerate any person performing services for and on behalf of U3A and to reimburse any moneys expended by him or her on behalf of U3A or in the purchase of materials used in the preparation of lectures/activities delivered to U3A members.
- h) To perform any of the duties and exercise any of the discretions relating to the Committee contained in Rules 4, 5 and 6.
- i) Within two months before the AGM the committee shall propose a subscription fee for the new financial year to be ratified by a Special General Meeting
- j) The committee shall prepare a Financial Policy Statement and review as needed.
- k) The Committee shall appoint a Membership Secretary to be responsible for updating the Membership List and keeping a backup of this
- l) If the committee restricts the number of members in U3A at any time, the committee must call a Special General Meeting to ratify that decision.
- m) The Secretary and/or his/her assistant shall cause accurate minutes to be kept of all annual and special and committee meetings. The Secretary shall be responsible for arranging a regular backup of these records.

## **11 COMMITTEE MEETINGS**

- a) From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Committee.
- b) Each Committee member shall be entitled to vote at any Committee meeting. The President or Chairman will have the casting vote.
- c) Subject to these Rules and the resolution of any General Meeting, the Committee may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Members in General Meeting. This authority shall allow the Committee any powers necessary to make decisions on behalf of the members and to direct and manage the affairs of the Society.
- d) The Committee shall meet at such times and places and in such manner as it may determine and otherwise where and as convened by the Secretary. Normally this will be monthly, with the exception of December.
- e) All Committee meetings shall be chaired by the President. In the absence of the President, the meeting shall be chaired by the Vice-President or some other Committee member elected for the purpose by the meeting.
- f) Decision-making shall be by consensus. In the event that a consensus decision cannot be reached, motions shall be decided by a simple majority of the votes cast. All Committee members present at the meeting shall be entitled to one

vote. If there is a tie in voting the issue shall be decided by the Chair's casting vote.

- g) The Committee may co-opt any Member to the Committee for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Any person so appointed shall hold office until the next Annual General Meeting of U3A Port Hills.
- h) Any Committee member absent for three successive meetings of the Committee without leave of absence shall at the discretion of the Committee cease to be a member thereof.
- i) Other than as prescribed by statute or these Rules, the Committee may regulate its proceedings as it thinks fit.
- j) Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.
- k) Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of U3A possessed by such former officer.
- l) Committee meetings shall be open to members of the Committee only, except as otherwise decided by the Committee.
- m) All members of the committee must be financial members of the group.
- n) The Committee may from time to time appoint any sub-committee and may delegate to it or to any person or persons any powers or duties in like manner and with the same effect as the Committee could itself have exercised or performed them. Any sub-committee or person to whom the Committee has delegated powers or duties will be bound by the rules of U3A and any terms or conditions of the delegation set by the Committee. The Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Committee.
- o) The President or any other authorised member may be a spokesperson for U3A.

## **12 RESTRICTIONS ON MEMBERS DERIVING INCOME BENEFIT OR ADVANTAGE**

- a) No member or person associated with a member of U3A shall derive any income, benefit or advantage from U3A where he or she can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
  - b) Professional services to U3A rendered in the course of business charged at no greater rate than current market rates; or
  - c) Interest on money lent at no greater rate than current market rates.
- d) Notwithstanding any other provision, U3A shall not expend any money:
  - i) Other than to further purposes recognised by law, nor
  - ii) For the sole personal or individual benefit of any Member.
- e) Any transactions between U3A and any officer or member of U3A, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the U3A, and any payments made in respect of such transactions shall be limited to:
  - i) A fair and reasonable reward for services performed,
  - ii) Reimbursement of expenses properly incurred,
  - iii) Usual professional, business or trade charges, and
  - iv) Interest at no more than current commercial rates.

### **13 CONFLICTS OF INTEREST**

- a) A member has a conflict of interest in a decision of the Society when
  - i) the member has a personal or financial interest in the decision or
  - ii) the decision affects an organisation in which the member has a personal or financial interest or
  - iii) the decision affects a close family member or
  - iv) where the member is unable to act in the best interests of the Society because of a competing interest.
- b) Where a member has an interest in the decision of the Society they may not
  - i) materially influence or vote on the decision
  - ii) take part in the deliberation about the decision
- c) A member must declare any interest in writing to the Committee as soon as they become aware of it.

### **14 WINDING UP**

- a) U3A may be wound up if:
  - i) a resolution is passed by 75% of members present and voting at a general meeting of members that the Society be wound up, or
  - ii) the objects of the Society shall fail or be frustrated.
- b) On the winding up of the Society or on its dissolution by the Registrar, all surplus assets after the payment of costs, debts and liabilities will be:
  - i) given to one or more registered charitable health care groups which are supporting senior citizens within New Zealand (which may include but is not limited to groups working in the areas of cancer research, heart health, arthritis and Alzheimer's research)
  - iii) if the members are unable to make a decision as to distribution, the remaining assets will be disposed of in accordance with the directions of the High Court.
  - iv) No surplus assets may be applied for or to the personal benefit of any member.

### **15 ALTERATION OF THE RULES**

- a. These rules may be altered or amended by a 66% majority of eligible members personally present and voting at any General Meeting, provided that no rule change shall:
  - i. detract from the exclusively charitable nature of U3A; or
  - ii. result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable.
- b. At least fourteen (14) clear days' notice of intention to hold a meeting to vote on changes to the constitution must be given to all members. Copies of the proposed changes will be made available to any interested Member at that Member's request.
- c. Alterations shall be registered with the Registrar of Incorporated Societies within two months of the date of alteration.
- d. If the Society is a registered charitable entity, alterations shall be registered with the Charities Commission within three months of the date of alteration.

## **16 LIABILITY**

- a. It is deemed to be a term of every contract entered into by or on behalf of the U3A Port Hills Incorporated that the Society alone is liable for any debts or obligations under the contract, and that no member or officer of the Society is under any personal liability.
- b. Members of the Society, employees and volunteers shall be indemnified by the Society against all losses and liabilities incurred by them while performing their duties or in relation thereto except where those losses and liabilities arise as a result of criminal activity or gross negligence on the part of such persons.
- c. The Society may hold insurance for any member of the Committee, employees and volunteers of the Society in respect of any matter for which such person is entitled to be indemnified pursuant to Clause 15b) hereof except any criminal liability for any act or omission by such person while performing their duties or in relation thereto.

## **17 FINANCE**

- a. The Treasurer shall keep such books of account as may be necessary to provide a true record of the U3A financial position, report on the Society's financial position to each committee meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.
- b. The Committee shall maintain a bank account or accounts in the name of the U3A Port Hills Incorporated, and all transactions shall be handled in accordance with any finance policies adopted by the Society.
- c. The signatories for any bank accounts shall be any two of three as arranged in the Financial Policy. All internet transfers must be authorised by two signatory committee members.
- d. Subject to the exception of the rule below, all accounts paid or for payment shall be submitted to the Committee for approval of payment in accordance with any finance policies adopted by the Society.
- e. The Treasurer in consultation with the President or Secretary has the authority to pay any urgent accounts before a Committee meeting.  
The financial year of the U3A Port Hills shall commence on 1 January and end on 31 December of each year.
- f. The Annual General Meeting each year may appoint an auditor or independent reviewer (who is not a Member of the Society) to audit or independently review the annual accounts of the Society and to provide a statement as to their correctness.
- g. The most recent annual accounts can be seen by any member of the Society on request and will be filed within six months of the Society's balance date.



## **18 DISPUTES PROCEDURE**

Any member of the Society is entitled to make a complaint or raise a dispute using the following procedure:

- a) The complaint or dispute needs to be made in writing and can be made to any current committee member.
- b) It will be acknowledged within five working days.
- c) The complaint or dispute will be considered at the next committee meeting.
- d) The person or persons making the complaint or raising the dispute will be entitled to attend the session in the committee meeting where the matter is discussed
- e) Both sides have the right to be heard
- f) The decision of the committee must be agreed by a majority of two thirds of the members at the meeting.
- g) To avoid any conflict of interest, any committee member who is involved in the complaint or dispute will not be eligible to vote.
- h) The decision of the committee will be final.

## **19 COMMON SEAL**

- a. The Common Seal of U3A will be kept in the custody and control of the Secretary, or such other officer appointed by the Committee.
- b. When required, the Common Seal will be affixed to any document following a resolution of the Committee and will be signed by two Committee members.

## **20 REGISTERED OFFICE**

The Registered Office shall be at such place in Canterbury as the Committee of U3A may from time to time decide.

The current address of the Registered Office is:

Contact name:

Email address: secretary @u3aporthills.org.nz

Signed:

Member #1 to Member #10    Name and role in Society    Date