

RULES OF U3A WELLINGTON CITY INCORPORATED

1. Name

- 1.1 The name of the Society is ***U3A Wellington City Incorporated.***

2. Interpretation

- 2.1 In these rules, unless the context otherwise requires—

2.1.1 ***The Society*** means U3A Wellington City Incorporated;

2.1.2 ***Member*** means a person who has been admitted to membership of the Society under these rules and whose membership is still current;

2.1.3 ***Society meeting*** means an annual general meeting or a special general meeting of the Society held under these rules, but does not include a Committee meeting;

2.1.4 ***Officer*** means any of the President, the Secretary, and the Treasurer elected or appointed under these rules;

2.1.5 ***The Committee*** means the Committee elected or appointed under these rules;

2.1.6 ***The Act*** means the Charities Act 2005, and includes any enactment passed by way of amendment to, or in substitution for, the Act;

2.1.7 ***The Commission*** means the Charities Commission;

2.1.8 ***The Registrar*** means the Registrar of Incorporated Societies;

2.1.9 ***The Bylaws*** means any bylaws made under the authority of these rules;

2.1.10 Headings are inserted for reference only and may not be used as an aid to interpretation.

3. Purposes

- 3.1 The purposes of the Society are –

3.1.1 To provide opportunities for older adults who are not in full-time employment to be engaged in further education, both as students and as tutors, free from the pressures of more formal education systems;

3.1.2 To conduct or provide lectures, courses, seminars and other means of education or study without any requirement for or award of qualifications;

3.1.3 To carry out such other activities as may promote membership of the Society and encourage friendship among members;

3.1.4 To provide grants, scholarships and other financial support to persons and organisations which may assist in the carrying out of any of the above purposes or which may have similar charitable purposes;

3.1.5 To do any other things which may help to achieve any of the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

4. Membership

4.1 The Committee may admit to membership any adult person who is not or is no longer engaged in full time employment or full-time family responsibilities, subject to payment of an annual subscription as determined from time to time by the Committee;

4.2 The Committee may refuse membership to any person, without being bound to give any reason for refusal;

4.3 The Committee shall maintain a register of all members, showing the name and address of each member, and such other means of contact or identification for that member as the Committee considers necessary;

4.4 The Committee may admit to membership as an honorary member any person who in the opinion of the Committee has rendered special services to the Society;

4.5 Every member is entitled to receive notice of, and to vote at, all Society meetings, and to receive any publications which the Society may from time to time issue;

4.6 Membership may comprise different classes of members, as decided by a general meeting;

4.7 A member may resign at any time by giving written notice to the Secretary;

4.8 Any person who fails to pay an annual subscription within 2 months of its becoming due and payable shall thereupon cease to be a member and the Committee shall remove that person's name from the register of members;

4.9 The Committee may by resolution suspend or terminate the membership of any member who, in the opinion of the Committee, is acting or has acted in a way which is prejudicial to the Society or is likely to bring it into disrepute. No such resolution shall be passed until the member concerned has been afforded a reasonable opportunity of showing cause why his or her membership should not be suspended or terminated.

5. Alterations to rules

- 5.1 Any alteration to these rules may be made at a Society meeting if –
- 5.1.1 Notice of the proposed alteration has been given to the Secretary not less than 21 days before the meeting; and
 - 5.1.2 The alteration is approved, without substantial amendment, by not less than two-thirds of the members present at the meeting;
- 5.2 The alteration shall take effect on delivery to the Registrar;
- 5.3 No alteration to these rules may change the charitable status of the Society.

6. Society meetings

- 6.1 Once in each calendar year the Society shall hold an annual general meeting, which shall take place not later than 15 months after the date of the previous annual general meeting at a time and place determined by the Committee;
- 6.2 The business of the annual general meeting shall include -
- 6.2.1 Consideration and adoption of the minutes of the previous annual general meeting and of any unconfirmed minutes of previous Society meetings;
 - 6.2.2 Consideration and adoption of the Committee's annual report;
 - 6.2.3 Consideration and adoption of the Society's financial reports for the preceding financial year;
 - 6.2.4 Election of the officers and Committee;
 - 6.2.5 Business of which notice has been given in accordance with these rules;
 - 6.2.6 Any other business which a majority of the members present at the meeting considers should be transacted;
- 6.3 The Committee may at any time convene a special general meeting, and shall convene such a meeting on the written request of 5 members of the Committee or 50 members of the Society. The request in either case shall state the nature of the business to be transacted;
- 6.4 The Committee shall in accordance with these rules give to all members not less than 21 days' notice of any Society meeting. The notice shall state the nature of the business to be transacted. No accidental omission to give notice to any member shall invalidate the meeting.

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- 6.5 The business of any other Society meeting shall be confined to –
- 6.5.1 Consideration and adoption of any unconfirmed minutes of previous special general meetings; and
 - 6.5.2 Business of which notice has been given to members in accordance with these rules;
- 6.6 The chair at any Society meeting shall be the President or, in the absence of the President, another member of the Committee chosen by the meeting;
- 6.7 At any Society meeting voting shall be by voice or (at the discretion of the chair of the meeting) by a show of hands. Except as otherwise provided by these rules, decisions shall be made by a majority of those members present. The chair shall have both a substantive vote and a casting vote. Voting by proxy is not permitted;
- 6.8 The quorum at a Society meeting shall be 50 members.

7. Officers

- 7.1 The officers of the Society shall be -
- 7.1.1 The President, whose responsibilities shall be –
 - 7.1.1.1 Ensuring that these rules are followed;
 - 7.1.1.2 Convening meetings and establishing whether or not a quorum is present;
 - 7.1.1.3 Chairing meetings, and deciding who may speak and when;
 - 7.1.1.4 Overseeing the operation of the Society;
 - 7.1.1.5 Reporting on the operations of the Society at each annual general meeting;
 - 7.1.2 The Secretary, whose responsibilities shall be –
 - 7.1.2.1 Recording the minutes of meetings;
 - 7.1.2.2 Holding the Society's records, documents, and books, except those required for the Treasurer's function;
 - 7.1.2.3 Receiving and replying to correspondence as required by the Committee;

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- 7.1.2.4. Lodging the Society's annual financial statements with the Commission after their adoption by the members at an annual general meeting;
 - 7.1.2.5. Notifying the Registrar of any changes to these rules;
 - 7.1.3 The Treasurer, whose responsibilities shall be –
 - 7.1.3.1. Keeping proper accounting records of the Society's financial transactions;
 - 7.1.3.2. Preparing annual financial statements for presentation at each annual general meeting;
 - 7.1.3.3. Providing a financial report at each annual general meeting;
 - 7.1.3.4. Providing financial information to the Committee;
 - 7.2 The officers shall be elected at the annual general meeting and shall retire at the following annual general meeting;
 - 7.3 A candidate for election as an officer must be a member and must be nominated and seconded in writing by 2 members of the Society. The nomination, accompanied by the candidate's written consent to nomination, must be lodged with the Secretary not less than 7 days before the annual general meeting. No nominations will be accepted at the meeting;
 - 7.4 No member shall be an officer for a continuous period exceeding 5 years (excluding any period during which he or she holds office solely as a member of the Committee). Subject this rule, a retiring officer shall be eligible for re-election;
 - 7.5 Nothing in these rules shall prevent any member who has held any office for the maximum period permitted by that rule from being elected to any other office.

8. The Committee

- 8.1 The Committee shall consist of the officers together with not more than 12 (or such other number as may from time to time be fixed under the Bylaws) other members;
- 8.2 The Committee shall be elected at the annual general meeting and shall retire at the following annual general meeting;
- 8.3 A candidate for election to the Committee must be a member and must be nominated and seconded in writing by 2 members of the Society. The nomination, accompanied by the candidate's written consent to nomination,

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- must be lodged with the Secretary not less than 7 days before the annual general meeting. No nominations will be accepted at the meeting;
- 8.4 No member shall be a member of the Committee for a continuous period exceeding 5 years (excluding any period during which he or she holds office as an officer). Subject this rule, a retiring member of the Committee shall be eligible for re-election;
- 8.5 The Committee shall as soon as possible after each annual general meeting elect one of their number to be Vice-President of the Society. The Vice-President shall deputise for, and carry out the functions of, the President as necessary when the President is unavailable, but shall not be an officer;
- 8.6 The Committee may from time to time by resolution delegate any of its powers to one or more sub-committees;
- 8.7 The Committee shall cause minutes to be kept recording all resolutions and proceedings of Society meetings and of meetings of the Committee, and shall cause such minutes to be submitted for confirmation at the next meeting of the Society or the Committee, as the case may be;
- 8.8 The Committee shall meet at such times as the President directs, and may conduct meetings face-to-face, by telephone or video conference, by electronic communication or in such other manner as the Committee may from time to time determine;
- 8.9 The chair at any meeting of the Committee shall be the President or, in the absence of the President, the Vice-President or another member of the Committee elected by the Committee to chair that meeting;
- 8.10 The quorum at a meeting of the Committee shall be 5 members;
- 8.11 Decisions of the Committee shall be by majority vote of those members personally present. The chair of the meeting shall have a substantive vote and a casting vote;
- 8.12 The Committee shall be responsible for the management of the Society and shall have all the powers conferred on the Society by these rules or otherwise necessary to carry out the purposes of the Society;
- 8.13 In exercising its powers, the Committee must give effect to decisions of the Society embodied in resolutions passed at a Society meeting;
- 8.14 Subject to these rules, the Committee may regulate its own procedure;

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- 8.15 The Committee may fill casual vacancies and may also co-opt additional members, whether or not there are any vacancies.

9. Cessation of term

- 9.1 A person shall cease to be an officer or a member of the Committee (as the case may be) if he or she –
- 9.1.1 Resigns his or her office, or resigns from the Committee; or
 - 9.1.2 Ceases to be a member of the Society; or
 - 9.1.3 Is removed by a majority vote of the Society at a Society meeting; or
 - 9.1.4 Is absent from 3 consecutive meetings of the Committee without obtaining leave of absence from the Committee; or
 - 9.1.5 Becomes incapable of performing his or her duties; or
 - 9.1.6 Is or becomes disqualified under the Act from being an officer (as defined by that Act) of a charitable entity;

and in any event on the expiration of his or her term.

10. Powers

- 10.1 In furtherance of its purposes the Society shall have power to purchase, take on lease, hire or otherwise acquire or dispose of real or personal property as the Society thinks necessary or expedient, to make or accept donations, gifts and legacies, to lend or borrow money (with or without taking or giving security) and to invest moneys in investments authorised by law for the investment of trust funds;
- 10.2 The income and property of the Society shall be applied solely towards the promotion of the purposes of the Society, and in no case shall be transferred directly or indirectly by way of profit to any member. Nothing in this rule shall prevent the payment in good faith of reasonable and proper remuneration to a member for any service rendered or goods supplied to, or for expenses incurred on behalf of, the Society;
- 10.3 The Society may do all such other lawful things deemed by the Society to be necessary, convenient or incidental to the attainment of its purposes.

11. Finance

- 11.1 All moneys of the Society shall be banked in such bank or banks as the Committee shall from time to time determine;

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- 11.2 Any withdrawal from any of the Society's bank accounts must be authorised by two of the officers;
- 11.3 The Society's financial year shall be from 1 July in each year to 30 June of the year following, or such other 12-month period as the Committee may from time to time determine;
- 11.4 Money and other property of the Society must, subject to these rules, be used solely for the Society's benefit and only with the approval of the Committee or a Society meeting;
- 11.5 The Society must, as soon as practicable after its annual financial statements have been adopted at a Society meeting, lodge copies with the Commission.

12. Registered office

- 12.1 The registered office of the Society shall be the residential address of the Secretary for the time being.

13. Common seal

- 13.1 The Committee shall provide a common seal incorporating the name of the Society;
- 13.2 The Secretary shall have custody of the common seal, which shall be used only by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

14. Liquidation

- 14.1 The Society may be put into liquidation by resolution passed at a Society meeting in accordance with the Incorporated Societies Act 1908. Upon the dissolution of the Society and after payment of the Society's debts any surplus assets shall be used to further a charitable purpose or purposes as defined in section 5(1) of the Act.

15. Bylaws

- 15.1 The Committee may from time to time make, alter or rescind bylaws for the general management of the Society, so long as they are not repugnant to these rules or contrary to law. The Bylaws shall be binding on all members of the Society. A copy of the Bylaws for the time being shall be available for inspection by any member on request to the Secretary.

16. Notices

- 16.1 Any notice required to be given under these rules must be in writing, and may be given by –
- 16.1.1 Personal delivery; or
 - 16.1.2 Prepaid letter; or
 - 16.1.3 Electronic means (including, but not limited to, email, facsimile transmission and posting on the Society’s website);
- 16.2 Every such notice shall be deemed (in the absence of proof to the contrary) to have been received by the intended recipient –
- 16.2.1 In the case of notice given by letter, on the fifth day after the date on which the letter was posted;
 - 16.2.2 In any other case, on the day after the date of which the notice was sent, transmitted or posted on the Society’s website, as the case may be.