

MANNINGHAM U3A INCORPORATED

1 Name of Association

The name of this Association is Manningham U3A Incorporated which is a not-for-profit association.

2 Statement of Purpose

The purposes of Manningham U3A Incorporated are:

- 2.1 to provide an opportunity in the City of Manningham for people who are retired and are not engaged in full-time daily employment to actively participate in inexpensive lifelong learning.
- 2.2 to establish and conduct programs with cultural, intellectual or physical attributes, in which members may actively participate to enhance their quality of life, knowledge, skills and attitudes, irrespective of background, qualifications or financial circumstances.
- 2.3 to co-operate with other associations in the provision of facilities for the conduct of programs.
- 2.4 to promote the concepts of U3A in the City of Manningham and to seek and maintain links with other similar associations locally, nationally and internationally.
- 2.5 to apply the assets and income solely to the development and achievement of Manningham U3A Incorporated's purposes; and ensuring that no portion is distributed directly or indirectly to members except for reimbursable expenses incurred for and on behalf of Manningham U3A.

3 Financial Year

The financial year of Manningham U3A Incorporated is each period of 12 months ending on 31 December.

4 Definitions

In this Constitution—

Association means Manningham U3A Incorporated.

Chairperson of any General Meeting or Committee Meeting, means the person chairing, as required under clause 13.4.

Committee means the Committee of Management.

Committee Meeting means a meeting of the Committee.

Committee Member means a member of the Committee.

Constitution means Constitution of Manningham U3A Incorporated.

Disciplinary Appeal Meeting means a meeting of the members of Manningham U3A Incorporated convened for the purposes of clause 12.5.

Disciplinary Meeting means a meeting of the Committee convened for the purposes of clause 12.

Disciplinary Sub-committee means the sub-committee appointed under clause 12.2.1.

'**Ex-Officio**' members of committee are those persons appointed by the Committee because of their specialist positions, skills or knowledge.

General Meeting means a General Meeting of Manningham U3A Incorporated including an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting.

Members or Member means Ordinary, Complimentary or Life Members of Manningham U3A Incorporated.

Member Entitled to Vote means a member who is entitled to vote at a General Meeting.

Model Rules refers to the Associations Incorporation Reform Act 2012.

Policies mean all policies approved by the Committee of Management of Manningham U3A Incorporated.

Special Resolution means a resolution that is passed by not less than 75% of the members voting at a General Meeting.

The Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under the Act.

The Registrar means the Registrar of Incorporated Associations.

The Regulations mean the Associations Incorporation Regulations.

Tutor is that person who, by virtue of knowledge, skill, qualifications or experience, acts in the capacity of teacher or class convenor in Manningham U3A.

U3A means "University of the Third Age".

5 Powers

Manningham U3A Incorporated may -

- 5.1 invest and deal with monies of Manningham U3A Incorporated not immediately required in such a manner as is from time to time thought fit;
- 5.2 raise or borrow money upon such terms as it thinks fit;
- 5.3 take such steps as are thought fit from time to time to procure contributions to the funds of Manningham U3A Incorporated by way of donations, subscriptions, grants or otherwise;
- 5.4 purchase, take on lease or hire, real or personal property deemed necessary or convenient for the purposes of Manningham U3A Incorporated.

6 Membership – Ordinary

Membership is open to any person who actively supports the purposes of Manningham U3A Incorporated and agrees to comply with its Constitution and Policies.

- 6.1 Application for membership shall be made via the Manningham U3A Incorporated's online membership management system with the full year membership fee being paid at the time.
- 6.2 Application Processing
 - (a) The online application using the member's dedicated membership number and all relevant data supplied by the member is uploaded into the Manningham U3A Incorporated's membership management system.
 - (b) All membership data is subject to Manningham U3A Incorporated's Privacy Policy and is collected so that Manningham U3A Incorporated can provide and perform functions that are consistent with this Constitution.

6.3 General Rights of Members

A member has the right -

- (a) to receive notice of General Meetings; and
- (b) to submit items of business in writing for consideration at General Meetings and Committee Meetings; and
- (c) to attend, be heard and vote (if applicable) at General Meetings; and
- (d) to have access to the minutes of General Meetings and other documents of Manningham U3A Incorporated as provided under clause 21; and
- (e) to inspect the register of members subject to the requirements of clauses 21.1 and 21.2.

6.4 Terms of Membership

- (a) All memberships, except Life Memberships, lapse at the end of each calendar year.
- (b) Membership is not capable of transfer or transmission to another person.
- (c) A member may resign by notice in writing given to the Secretary of Manningham U3A Incorporated.
- (d) Membership terminates upon receipt of written notice from the member.
- (e) Members are responsible for updating any changes to their contact details in Manningham U3A Incorporated's online membership management system.
- (f) Members' details in the register of members shall be deemed the address for the issue of notices.

7 Membership – Complimentary Members

- 7.1 Complimentary membership may be granted at the discretion of the Committee.
- 7.2 The enrolment procedure for ordinary members is also applicable to Complimentary Members.
- 7.3 Membership fees may apply to Complimentary Membership.
- 7.4 Complimentary Members are eligible to vote at any General Meetings but are ineligible to stand for office of Manningham U3A Incorporated.

8 Membership – Life Members

- 8.1 Life membership may be granted by the Committee in recognition of outstanding service by an individual to Manningham U3A Incorporated and/or the wider community.
- 8.2 Life Members have the same criteria as an ordinary member including eligibility to stand for office of Manningham U3A Incorporated.
- 8.3 Life Membership will not lapse.

9 Membership – Register of Members

- 9.1 The Secretary (or delegated officer) shall maintain a register containing the name, address and membership details of all members, including date of resignation.
- 9.2 A copy of the register of members shall be held in the office of Manningham U3A Incorporated and be available for inspection by members subject to the requirements of clause 21.2.

10 Membership – Fees

- 10.1 Annual membership fees for each financial year will be established by the Committee, and published in the Courses Brochure and on the website.
- 10.2 The annual membership fee does not include costs of Course materials. Course costs may be determined by the Committee and/or the tutor.

11 Membership – Policies

The Committee is empowered by this Constitution to promulgate policies from time to time including those to ensure that every member is treated equally and fairly, should any incident or accident arise, and to undertake the efficient implementation of such policies.

- 11.1 If a grievance exists between
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and Manningham U3A Incorporated

please refer to Manningham U3A Incorporated's 'Grievance Policy'

12 Membership - Discipline

- 12.1 Grounds for taking disciplinary action

Manningham U3A Incorporated may take disciplinary action against a member if it is determined that the member -

 - (a) has failed to comply with this Constitution; or
 - (b) refuses to endorse the purposes of Manningham U3A Incorporated; or
 - (c) has engaged in conduct prejudicial to Manningham U3A Incorporated.
- 12.2 Disciplinary sub-committee
 - 12.2.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member.
 - 12.2.2 The members of the disciplinary sub-committee –
 - (a) may be Committee members, members of Manningham U3A Incorporated, or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned
- 12.3 Notice to Member
 - 12.3.1 Before disciplinary action is taken against a member, the Secretary or President must give written notice to the member -
 - (a) stating that Manningham U3A Incorporated proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the Disciplinary Sub-committee intends to consider the disciplinary action (the Disciplinary Meeting); and
 - (d) setting out the member's appeal rights under clause 12.5; and

- (e) advising the member that he or she may do one or both of the following -
 - (i) attend the Disciplinary Meeting and address the Disciplinary Sub-committee at that meeting;
 - (ii) give a written statement to the Disciplinary Sub-committee at any time before the Disciplinary Meeting.
- 12.3.2 The notice must be given no earlier than 28 days and not later than 14 days before the Disciplinary Meeting is held.
- 12.4 Decision of sub-committee
 - 12.4.1 At the Disciplinary Meeting, the Disciplinary Sub-committee must -
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
 - 12.4.2 After complying with clause 12.4.1, the Disciplinary Sub-committee may:
 - (a) take no further action against the member; or
 - (b) reprimand the member; or
 - (c) suspend the membership rights of the member for a specified period; or
 - (d) expel the member from Manningham U3A Incorporated.
 - 12.4.3 The Disciplinary Sub-committee may not fine the member.
 - 12.4.4 The suspension of membership rights or the expulsion of a member by the Disciplinary Sub-committee under this clause takes effect immediately after the vote is passed.
- 12.5 Appeal Rights
 - 12.5.1 A person whose membership rights have been suspended or who has been expelled from Manningham U3A Incorporated under clause 12.4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
 - 12.5.2 The notice must be in writing and given -
 - (a) to the Disciplinary Sub-committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
 - 12.5.3 If the person has given notice under clause 12.5.1, a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
 - 12.5.4 Notice of the Disciplinary Appeal Meeting must be given to each member of the Manningham U3A Incorporated's Disciplinary Sub-committee as soon as practicable and must -
 - specify the date, time and place of the meeting; and
 - (a) state –
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and

- (iii) that at the Disciplinary Appeal Meeting, the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

12.6 Conduct of Disciplinary Appeal Meeting

12.6.1 At a Disciplinary Appeal Meeting –

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

12.6.2 After complying with clause 12.6.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

12.6.3 A member may not vote by proxy at the meeting.

12.6.4 The decision is upheld if not less than 75% of the members voting at the meeting vote in favour of the decision.

13 Meetings – Committee of Management

13.1 The affairs of Manningham U3A Incorporated shall be managed by the Committee, which -

- (a) may exercise all the powers of Manningham U3A Incorporated except those powers that this Constitution or the Act require to be exercised by General Meetings of the members; and
- (b) may establish sub-committees consisting of members with terms of reference as it considers appropriate; and
- (c) by special resolution of the Committee of Management, may remove a Committee Member from office, subject to clause 12.

13.2 The Committee consists of –

The Executive

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer

Five Committee Members

- (e) an Enrolment Manager; and
- (f) an Office Manager; and
- (g) a Curriculum Manager; and
- (h) a Communications Manager; and
- (i) an Equipment Manager

13.3 General Duties

13.3.1 As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with this Constitution and the Act.

13.3.2 The Committee is collectively responsible for ensuring that Manningham U3A Incorporated complies with the Act and that individual members of the Committee comply with this Constitution.

- 13.3.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence, in good faith, in the best interests of Manningham U3A Incorporated, and for proper purpose.
- 13.3.4 The Committee Members and former Committee Members must not make improper use of -
- (a) their position; or
 - (b) information acquired by virtue of holding their position -
- so as to gain an advantage for themselves or any other person or to cause detriment to Manningham U3A Incorporated..
- 13.3.5 In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.
- 13.4 President and Vice-President
- 13.4.1 Subject to clause 13.4.2, the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Committee Meetings.
- 13.4.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be -
- (a) in the case of a General Meeting - a member elected by the other members present;
 - (b) in the case of a Committee Meeting - a Committee Member elected by the other Committee Members present.
- 13.5 Secretary
- 13.5.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 13.5.2 The Secretary must -
- (a) maintain the register of members in accordance with clause 9; and
 - (b) except for the financial records referred to in clause 20.2.3, maintain all other books, documents and securities of Manningham U3A Incorporated in accordance with clause 21; and
 - (c) subject to the Act and this Constitution, provide members with access to the register of members, the minutes of General Meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by this Constitution.
- 13.5.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- 13.6 Treasurer
- 13.6.1 The Treasurer must -
- (a) receive all monies paid to or received by Manningham U3A Incorporated and issue receipts for those monies in the name of Manningham U3A Incorporated; and
 - (b) ensure that all monies received are paid into the account of Manningham U3A Incorporated within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a General Meeting of Manningham U3A Incorporated from Manningham U3A Incorporated's funds; and
 - (d) ensure all cheques are signed by the Treasurer and either/or the President, Vice-President or Secretary and, where an online transfer of funds is

required, the Treasurer and President, Vice-President or Secretary must electronically authorise the transfer.

- 13.6.2 The Treasurer must -
- (a) ensure that the financial records of Manningham U3A Incorporated are kept in accordance with the Act; and
 - (b) co-ordinate the preparation of the financial statements of Manningham U3A Incorporated and their certification by two Committee Members prior to their submission to the Annual General Meeting of Manningham U3A Incorporated.
- 13.6.3 The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records.

14 Meetings – Election of Committee of Management

14.1 Who is eligible to be a Committee Member

A member is eligible to be elected or appointed to the Committee if the member is entitled to vote at a General Meeting.

14.2 Positions to be declared vacant

14.2.1 All Committee positions are declared vacant at each Annual General Meeting of Manningham U3A Incorporated after the annual report and financial statements of Manningham U3A Incorporated have been received.

14.2.2 The Chairperson of the meeting must hold elections then for the vacant positions.

14.2.3 Each position requires a separate election.

14.3 Nominations

14.3.1 Nominations of candidates to election of the Committee shall be -

- (a) in writing on the appropriate form, signed by two members of Manningham U3A Incorporated and accompanied by the written consent of the candidate endorsed on the form of nomination; and.
- (b) delivered to the Secretary of Manningham U3A Incorporated not less than seven days before the date fixed for the holding of the Annual General Meeting.

14.3.2 If a position receives only one nomination that person shall be deemed to be elected to that position.

14.3.3 If more than one nomination for a position is received, a ballot shall be held.

14.3.4 If a position receives no nominations, further nominations in writing on the appropriate form shall be received at the Annual General Meeting.

14.3.5 If a Committee of Management position remains vacant, the Committee of Management may appoint a member to fill that position.

14.3.6 The ballot for the election of the Committee of Management shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

14.4 Committee of Management

- 14.4.1 Members of the Committee of Management shall hold office until the next Annual General Meeting and may be eligible for re-election.
- 14.4.2 Members of the Committee of Management shall serve no more than four successive years unless insufficient nominations are received at the end of the four years.
- 14.4.3 In the event of a casual vacancy in any office referred to in clause 13, the Committee may appoint one of its officers or a member of Manningham U3A Incorporated to the vacant office.
- 14.4.4 The Committee may invite such other persons who, because of their specialist position, knowledge or skill are deemed to be able to facilitate the work of the Committee, to join the Committee as ex-officio members.
Ex-officio members are ineligible to vote at any meeting of the Committee.
- 14.4.5 A Committee of Management position becomes vacant if an officer -
 - (a) ceases to be a member of Manningham U3A Incorporated; or
 - (b) becomes insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns from office by notice in writing given to the Secretary.

15 Meetings – Proceedings of Committee of Management

- 15.1 The Committee shall meet at least four times in each year at such time and place as the Committee may determine.
- 15.2 Any five officers of the Committee shall constitute a quorum for the transaction of the business of the Committee.
- 15.3 No business shall be transacted by the Committee unless a quorum is present and, if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and time of the day in the following week or at a time to be decided by the President or Secretary.
- 15.4 Voting at Committee of Management Meetings -
 - (a) Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be decided on a majority of votes by a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
 - (b) Each Committee Member present at a meeting of the Committee or any Member present at a meeting of a sub-committee, is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 15.5 Minutes of meetings
 - 15.5.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.
 - 15.5.2 The minutes must record the following -
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote.

16 Meetings – Annual General Meeting

- 16.1 The Committee must convene an Annual General Meeting of Manningham U3A Incorporated to be held within 5 months after the end of each financial year.
- 16.2 The Committee may determine the date, time and place of the Annual General Meeting.
- 16.3 The ordinary business of the Annual General Meeting is as follows -
 - (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (b) to receive and consider –
 - (i) the annual report of the Committee on the activities of Manningham U3A Incorporated during the preceding financial year; and
 - (ii) the financial statements of Manningham U3A Incorporated for the preceding financial year submitted by the Committee in accordance with clause 13.6.2(b).
 - (c) to elect the members of the Committee of Management;
- 16.4 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

17 Meetings – Special General Meetings

- 17.1 Any General Meeting, other than an Annual General Meeting or Disciplinary Appeal Meeting, is a Special General Meeting.
- 17.2 The Committee may convene a Special General Meeting whenever it thinks fit.
- 17.3 No business other than that set out in the notice of Special General Meeting may be conducted at the meeting.
- 17.4 Special General Meeting held at request of members
 - 17.4.1. The Committee must convene a Special General Meeting if a request to do so is made in accordance with clause 17.4.2 by at least 5% of the total number of members.
 - 17.4.2. A request for a Special General Meeting must-
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
 - 17.4.3 If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.
 - 17.4.4 A Special General Meeting convened by members under clause 17.4.3 -
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) must only consider the business stated in the request.
 - 17.4.5 Manningham U3A Incorporated must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under clause 17.4.3.

18 Meetings – Notice of Meetings

18.1 The Secretary (or, in the case of a Special General Meeting convened under clause 17.4.2, the members convening the meeting), must provide to members of Manningham U3A Incorporated -

- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting;
- (b) at least 14 days' notice of a General Meeting in any other case.

18.2 The notice must –

- (a) specify the date, time and place of the meeting;
- (b) indicate the general nature of each item of business to be considered at the meeting, and at least 14 days' notice of a General Meeting in any other case;
- (c) if a Special Resolution is to be proposed -
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution.

18.3 This clause does not apply to a Disciplinary Appeal Meeting as clause 12.5.3 applies.

18.4 Quorum at General Meetings

18.4.1 No business may be conducted at a General Meeting unless a quorum of members is present.

18.4.2 The quorum for a General Meeting is the presence of the members (10% or 40 members whichever is the lesser) who are present and entitled to vote.

18.4.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting -

- (a) in the case of a meeting convened by, or at the request of, members, the meeting must be dissolved.

Note:

If a meeting convened by, or at the request of, members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another Special Meeting, the members must make a new request under clause 17.4.

- (b) in any other case -
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice provided to all members as soon as practicable after the meeting.

18.4.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under clause 18.4.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

18.5 Adjournment of General Meeting

18.5.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

- 18.5.2 Without limiting clause 18.5.1, a meeting may be adjourned –
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- 18.5.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 18.5.4 Notice of the adjournment of a meeting under this clause is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with clause 18.1.

18.6 Voting at General Meeting

- 18.6.1 On any question arising at a General Meeting -
- (a) each member who is eligible to vote has one vote; and
 - (b) each member who is present and is eligible to vote, may vote; and
 - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- 18.6.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 18.6.3 If the minutes of a previous meeting require confirmation, only members present at that meeting may vote.
- 18.6.4 This rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under clause 12.5.3.

18.7 Special Resolutions

A Special Resolution is passed if not less than 75% of the members voting at a General Meeting vote in favour of the resolution.

19 Meetings – Determination of a Resolution

- 19.1 Subject to clause 19.2, the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been -
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost -
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 19.2 If a poll needs discussion by three or more members on any question -
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 19.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 19.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

19.5 Minutes of General Meeting -

- 19.5.1 The Committee must ensure that minutes are taken and kept of each General Meeting.
- 19.5.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 19.5.3 In addition, the minutes of each Annual General Meeting must include -
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with clause 16.3(b)(ii); and
 - (c) the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of Manningham U3A Incorporated; and
 - (d) any audited accounts or report of review accompanying the financial statements that are required under the Act.

20 Source of Funds

The funds of Manningham U3A Incorporated may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

20.1 Management of funds

- 20.1.1 Manningham U3A Incorporated must open an account with a financial institution from which all expenditure of Manningham U3A Incorporated is made and into which all of Manningham U3A Incorporated's revenue is deposited.
- 20.1.2 Subject to any restrictions imposed by a General Meeting of Manningham U3A Incorporated, the Committee will approve expenditure on behalf of the Manningham U3A Incorporated.
- 20.1.3 The Committee will authorise the Treasurer to expend funds on behalf of Manningham U3A Incorporated (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 20.1.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be confirmed by signature or online approval by the Treasurer and either one of the President, Vice-President or Secretary.
- 20.1.5 All funds of Manningham U3A Incorporated must be deposited into the financial account of Manningham U3A Incorporated no later than 5 working days after receipt.
- 20.1.6 With the approval of the Committee, the Treasurer maintains a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

20.2 Financial Records

- 20.2.1 Manningham U3A Incorporated must keep financial records that -
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- 20.2.2 Manningham U3A Incorporated must retain the financial records for 7 years after the transactions covered by the records are completed.
- 20.2.3 The Treasurer must keep in his or her custody, or under his or her control -
- (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

20.3 Financial Statements

- 20.3.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of Manningham U3A Incorporated are met.
- 20.3.2 Without limiting clause 20.3.1, those requirements include -
- (a) the preparation of the financial statements;
 - (b) if required, the review or audit of the financial statements;
 - (c) the certification of the financial statements by two members of the Committee;
 - (d) the submission of the financial statements to the Annual General Meeting of Manningham U3A Incorporated;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fees.

21 Custody and Inspection of Books and Records

- 21.1 Members may request in writing to the Secretary of Manningham U3A Incorporated to inspect (but not copy) free of charge -
- (a) the register of members subject to the requirements of clause 21.2;
 - (b) the minutes of General Meetings;
 - (c) subject to clause 21.2, the financial records, books, securities and any/other relevant documents of Manningham U3A Incorporated, including minutes of Committee Meetings.
- 21.2 The Committee may refuse to permit a member to inspect records of Manningham U3A Incorporated that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of Manningham U3A Incorporated.
- 21.3 The Committee must, on request, make copies of this Constitution available to members free of charge.
- 21.4 Subject to clauses 21.1 and 21.2, a member may request a copy of any of the other records of Manningham U3A Incorporated referred to in this Constitution. Manningham U3A Incorporated may charge a reasonable fee for provision of a copy of such a record.
- 21.5 For purposes of this Constitution -
- relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of Manningham U3A Incorporated and includes the following -

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of Manningham U3A Incorporated.

22 Winding Up and Cancellation

- 22.1 Manningham U3A Incorporated may be wound up voluntarily by special resolution.
- 22.2 In the event of the winding up or the cancellation of the incorporation of Manningham U3A Incorporated, the surplus assets of Manningham U3A Incorporated must not be distributed to any members or former members of Manningham U3A Incorporated.
- 22.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to Manningham U3A Incorporated and which is not carried on for the profit or gain of its individual members.
- 22.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

23. Alteration of this Constitution

This Constitution may only be altered by Special Resolution of a General Meeting of Manningham U3A Incorporated.

24. Model Rules

In cases where this Constitution does not make provision for a situation or are contrary to the Model Rules, the Model Rules shall always take precedence.

This Constitution was approved by the members of Manningham U3A Incorporated at a Special Resolution Meeting held on 27 July 2017.