

MANA U3A INCORPORATED

1. NAME The name of the Society shall be: PORIRUA U3A INCORPORATED

2. REGISTERED ADDRESS The registered address of the Society shall be: the address of a designated Executive Committee member. This is 7 Ernest Street, Ranui, Porirua 5024.

3. AIMS

In the belief that the pursuit of life-long learning is a valuable and enriching endeavour

(a) To provide an organisation in which members may meet in social surroundings to study, share interests and promote friendships and/or

(b) To encourage individual members to offer their knowledge and skills free of charge to groups of members wishing to acquire similar knowledge and/or

(c) To participate in organised communal activities designed to exercise the mind or body.

(d) To retain an a-political and non-sectarian stance without in any way inhibiting the study of religious and political theory.

4. OBJECTIVES

(a) To organise a programme of courses, tutorials, activities and discussion groups to meet the wishes of members.

(b) Liaise with other U3As and encourage mutual cooperation.

(c) To promote such activities as will encourage membership.

(d) To foster friendship, communication and mutual support between members through regular plenary meetings, newsletters or other appropriate means.

5. POWERS OF THE SOCIETY

The society shall have the widest powers to do all things which may be necessary in the pursuance of its Aims and Objectives. These powers may be exercised by the executive committee in the course of normal operations, except in those matters where the rules state otherwise or when specifically directed by members at a general or special meeting. All decisions of the executive committee may be supported or overturned by members at a special or annual general meeting convened as specified herein. The society's powers shall include the power:

(a) To rent, purchase, or dispose of accommodation, equipment, or any other material resources.

- (b) To pay honoraria and expenses.
- (c) To join in association with any other organisation having similar objectives.
- (d) To raise and apply funds in any way to further the aims and objectives of the Society.
- (e) To open and operate bank accounts.
- (f) To invest funds in trading banks or other recognised financial institutions.
- (g) To borrow resources for the furtherance of the aims and objectives and to give security by way of mortgage over any of the society's assets to enable such borrowing.
- (h) To enter into contracts under seal or through representatives of the society authorised for the purpose by the executive committee.
- (i) To print and publish posters, pamphlets and other literature to members and prospective members.

6. MANAGEMENT

The management of the society shall lie with the executive committee which may make decisions within the aims and objectives but subject to any direction from members in any general meeting. The committee may delegate any of its duties to one or more members of the committee.

7. EXECUTIVE COMMITTEE

- (a) At each annual general meeting the financial members present shall elect a President, Vice President, Secretary, and Treasurer who shall be the officers of the society. No officer shall hold the same office for more than 36 months in succession. In addition to the officers, not less than four and not more than six ordinary committee members shall be elected. Written nominations, duly seconded by another financial member, and confirmed by the nominee may be accepted by the secretary, or designated committee member, up to the beginning of the meeting.
- (b) Further nominations, to fill vacancies when sufficient written nominations have not been received, may be accepted from the floor during the meeting.
- (c) The committee shall have power to coopt any member to fill a position on the committee left vacant at the start of a year or falling vacant during a year.
- (d) At the discretion of the Executive Committee an officer may be removed from that Committee, or a member may have their membership revoked for unacceptable or unethical actions.

(e) The Executive Committee shall record the minutes of Executive Committee meetings, the Annual General Meeting and all Special General meetings.

8. FINANCIAL YEAR

The financial year of the society shall end on 30 September.

9. FINANCIAL

(a) The treasurer shall issue receipts for all cash received and all money will be banked promptly. The treasurer shall keep a record of all income and expenditure and shall reconcile such records with a bank statement each month; and present a report to each AGM and other such meetings as the Executive Committee deems appropriate.

(b) Any decision to invest surplus funds shall be made by the Executive Committee in accordance with rule 5 (f).

(c) All internet and other banking payments must be authorised by at least two authorised committee members.

10. FINANCIAL REVIEWER

The accounts of the society shall be reviewed by a financial reviewer to be appointed each year at the preceding annual general meeting.

11. MEMBERSHIP

(a) Any person who accepts the aims and objectives of the society and who agrees to abide by these rules may become a member by completing the Membership Form, sending it to the Treasurer and paying the subscription (b) Should a member fail to pay the annual subscription within three months of the date of the AGM, they will be deemed to be unfinancial and the committee may give notice in writing of intention to terminate that person's membership.

(c) An up to date record of all members shall be kept.

12. LIFE AND HONORARY MEMBERSHIPS

(a) The committee may admit to Life Membership any member who performs exceptional and meritorious service to the organisation. Such a person shall enjoy all the benefits and rights of a financial member. Life Members shall not pay an annual subscription.

(b) The committee may admit to Honorary Membership any person, by virtue of their position, or who is associated with the organisation and has performed exceptional service to the organisation. Honorary members shall not have voting rights nor hold office.

13. SUBSCRIPTIONS

(a) The subscription shall be fixed by members present at the annual general meeting after consideration of a recommendation from the treasurer. Subscriptions become due for payment at the date of the annual general meeting. The treasurer may reduce a subscription to half in the case of a new member joining after 1 August in any year.

(b) An entry fee or a levy for a particular purpose may be imposed by members at a general meeting.

14. INTEREST GROUPS AND SPECIAL ACTIVITIES

(a) Subjects of groups and activities and coordinators of these shall be approved by the committee.

(b) The coordinators will arrange the duration and scope of the group or activity, and the time and place of meetings in consultation with those participating

(b) Groups and activities generally shall be self-supporting and coordinators may levy participants for this purpose.

(c) Only financial members, occasional guests of members, or members of other U3As may attend meetings and activities.

15. ANNUAL GENERAL MEETING

(a) The society shall hold an annual general meeting once a year not later than two months after the end of the financial year, and notice of such AGM shall be publicly advertised and given in writing by the secretary, or designated committee member, to all members at least 14 days prior to the meeting.

(b) An annual report and a financially reviewed statement of the society's financial status on 30 September shall be presented at the AGM.

(c) An election of officers and committee shall take place as per clause 7 (a).

(d) The president or other authorised chairperson shall preside for the duration of the meeting.

16. SPECIAL GENERAL MEETING

(a) A special general meeting may be called at any time on a decision of a majority of the committee or at the written request to the secretary, or designated person, of at least ten of the financial members of the society stating the purpose for which such a meeting is required.

(b) Upon receipt of such a request the secretary, or designated person, shall convene a special general meeting giving 14 clear days' notice in writing to all members specifying the purpose, place and time of the meeting.

17. CHAIRPERSON

At all annual and special general meetings and committee meetings the president shall take the chair but in the event of the president being unable to attend, the vice president shall act as chairperson. In the absence of both president and vice president the persons then present shall elect a chairperson for that meeting and such chairperson while so acting shall have all the powers of the president.

18. VOTING

(a) Only financial members and life members are eligible to vote.

(b) At any meeting a resolution put to the vote shall be decided by a show of hands unless a poll is requested.

(c) Unless a poll is requested by one or more persons the chairperson's declaration of the outcome of a vote shall be accepted.

(d) If a poll is requested, it shall be taken in such a manner as the chairperson directs.

(e) In the case of a tied vote, whether on a show of hands or on a poll, the chairperson at a general or committee meeting when the vote was conducted shall be entitled to a second or casting vote except for elections when there shall be a re-ballot.

(f) Members unable to attend and who send an apology may appoint a Proxy in writing by the start of the meeting. The Proxy shall have the right to cast a vote for that member.

(g) No postal or emailed votes will be accepted.

19. QUORUM

(a) At any general meeting a quorum shall be 15% of the financial members at that date.

(b) A quorum for an Executive Committee meeting shall be half of the members of the committee at that date.

20. EXECUTIVE COMMITTEE POLICIES AND RULES

The committee may make such regulations it considers necessary for the proper and efficient execution of its duties.

21. ALTERATION TO RULES

These rules, with the exceptions of clause 22 and clause 23, may be amended added to or replaced by resolution of members at a special general meeting convened as in clause 15 and provided at least two-thirds of those financial members in attendance are in favour.

22. PECUNIARY GAIN

No member of the society shall receive or obtain any pecuniary gain (except in the form of honoraria or reimbursement of personal expenses) from the property or operations of the society or from a winding-up. Payment of an honorarium shall be limited to that which is reasonable for the services performed and any interest on money lent shall be not greater than the current market rate.

23. CONFLICTS OF INTEREST

Committee members must declare any interests at the beginning of each meeting. Any such real or perceived conflict of interest must be recorded in a Conflicts Register and the member concerned may not take part in the relevant discussion or decision-making process. Minutes of the meeting must record all disclosures and declarations of conflicts of interest.

24. Disputes

Any disputes shall follow the process outlined in the attached Addendum.

25 WINDING UP

(a) If, at a general meeting a majority of those present and voting, shall resolve that the society shall be wound up, a further special general meeting shall be held not earlier than 30 days after the day of the meeting at which such resolution was passed, to confirm or reject such resolution. If the resolution shall be confirmed by a majority of those present and voting at such further special general meeting, the society shall be wound up and surplus assets after payment of all costs and liabilities of the society shall be gifted to an agreed charity or kindred incorporated society which prohibits distribution of its funds to members.

(b) No surplus assets whatsoever shall be paid to or distributed among the members of the society.

Addendum to the Constitution of Porirua U3A (Inc)

Disputes

1. How complaint is made

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
 - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the society.
2. The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
 - a. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b. sets out the allegation to which the dispute relates.
3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society's constitution.

2. Person who makes complaint has right to be heard

1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the society makes a complaint —
 - a. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an officer may exercise that right on behalf of the society.
3. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

3. Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —

- a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
 - c. has damaged the rights or interests of a member or the rights or interests of members generally.
- 2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 3. If the respondent is the society, an officer may exercise the right on behalf of the society.
- 4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

4. Investigating and determining dispute

- 1. The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- 2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

5. Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an officer has engaged in material misconduct;
 - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the

society's constitution or bylaws or the Incorporated Societies Act 2022:

- iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

6. Society may refer complaint

- 1. The society may refer a complaint to —
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 2. The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

7. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- a. impartial; or
- b. able to consider the matter without a predetermined view.