

Constitution for U3A Meadowbank Incorporated

25th August 2025

Contents

1. Name and Status
2. Aims and Objectives
3. Membership
4. Management
5. Finance
6. Annual General Meetings
7. Special General Meetings
8. Alterations to the Constitution
9. Dispute Resolution Procedure
10. Dissolution

1. Name and Status

- 1.1 The name of the Society is **U3A Meadowbank Incorporated** referred to hereinafter as the 'Society'. (The title of U3A is derived from the words "University of the Third Age")
- 1.2 The Society is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

2. Aims and Objectives

- 2.1 The main aim of the Society is to advance the education and interests of middle-aged and older people, particularly those in or near the Meadowbank area, through personal interaction and the pursuit and sharing of knowledge.
- 2.2 The activities of the Society shall be directed primarily to furthering study by providing a forum for fellowship, the development of acquaintance and active participation in the Society's activities at a reasonable cost to members.
- 2.3 In implementing the Society's objectives, the Committee may take such steps as it considers necessary to achieve these aims, provided that no financial commitments are made that exceed the Society's funds.
- 2.4 The Society shall be non-political and non-religious.

- 2.5 The Society shall not be, nor be seen to be, a fund-raising organisation.
- 2.6 The Society shall create an institution where the activity is voluntary and freely offered by the members.
- 2.7 The Society shall not engage in any activity for the financial gain of any of its members.
- 2.8 The Society shall not have the power to borrow money.

3. Membership

- 3.1 Membership shall be open to all persons who are interested in supporting the Aims and Objectives of the Society, subject to the approval of the Committee, payment of an annual subscription as determined by the Committee, application on the prescribed form and an agreement to abide by any conditions properly imposed by the Committee.
- 3.2 Membership entitles all members to participate fully in the activities of the Society. It is expected that all members shall join and participate in the activities of at least one Interest Group.
- 3.3 The Society shall maintain the minimum number of members required by the Incorporated Societies Act 2022, hereinafter referred to as The Act.
- 3.4 The Committee may impose limits on the maximum number of members of the Society and may vary or remove those limits at any time at its absolute discretion.
- 3.5 Every applicant for membership must consent in writing to becoming a member and complete an application form (including full name, address, email address and phone number) and that consent and information shall be retained in the Society's membership records, as a register of members, together with a record of the dates on which members become and cease to be members of the Society.
- 3.6 Completion of the application form (whether written, scanned or in electronic form) shall be taken as providing consent to becoming a member for the purposes of the Act.
- 3.7 The Committee may accept or decline an application for membership at its sole discretion.
- 3.8 The Committee may offer Life Membership to any member of the Society who has given outstanding service to the Society. Life Members enjoy all benefits of membership, including voting

rights, without having to pay an annual subscription.

3.9 Membership of the Society shall cease upon resignation in writing or electronic communication being received by the Secretary.

3.10 Termination of Membership

- (a) Membership may be terminated if, in the opinion of the Committee, a member acts in any way prejudicial to the Society or which could bring it into dispute, or which is a wilful infringement of this Constitution, or, if there is money owing to the Society in respect of Membership subscription or other fees, provided that reasonable efforts have been made to inform the member of the default and its consequences.
- (b) Termination of membership shall be a disciplinary matter to be determined by the Committee using the principles of natural justice, including giving the member full details of the reason for termination and giving the member the opportunity to be heard, whether in writing or orally, or both.
- (c) The Committee may either remove the member from membership, or suspend membership of the member for any period of no more than twenty-four (24) months, or reprimand the member, or dismiss the complaint.
- (d) A member who is dissatisfied with the decision of the Committee may, within fourteen (14) days of receiving notice of the Committee's decision, appeal to the Society membership at a Special General Meeting convened for that purpose. The procedure to resolve the matter at the Special General Meeting shall be determined by the Chairperson using the principles of natural justice, including giving the member full details of the conduct which is the subject of the disciplinary matter and giving the member the opportunity to be heard whether in writing or orally, or both. The decision at such Special General Meeting shall be determined by a simple majority of members present.

4. Management

4.1 The Society shall be managed by a Committee of not more than twelve (12) and not fewer than eight (8) elected members. In addition, the immediate Past President shall be a member of the

Committee, ex officio, and the Committee shall have the power to co-opt further Committee members and to fill vacancies which may arise, from the membership of the Society.

- 4.2. All Committee members, including those co-opted or appointed to fill a vacancy, shall be deemed to be Officers of the Society.
- 4.3 All Committee members, including those co-opted or appointed, must consent to be a Committee member and certify in writing to the Society that they are not disqualified from serving. A copy of the signed consent shall be kept in the Society's records for as long as the member remains a Committee member.
- 4.4 The President shall chair Committee meetings. If the President is not present at a meeting of the Committee, members of the Committee present shall choose one of their number to chair the meeting.
- 4.5 A quorum of the Committee shall be five (5) members. Voting shall be by a simple majority in person by voice or show of hands. The President shall have a casting vote if required. Proxy or postal votes shall not be accepted.
- 4.6 The Committee shall have no fewer than seven (7) meetings during its 12-month term.
- 4.7 Committee members shall declare a conflict of interest if they or a family member might benefit financially from any matter under consideration by the Committee.
- 4.8 All members of the Committee shall retire at each Annual General Meeting, but may remain eligible for re-election, subject to Clause 4.10 regarding the office of President.
- 4.9 A Committee member may be removed from the Committee by resolution of the Committee if
 - (a) The member has been absent from four (4) Committee meetings in the 12-month term following their election without leave of absence from the Committee, or
 - (b) The member has brought the Society into disrepute, or has failed to disclose a conflict of interest, or
 - (c) The Committee passes a vote of 'no confidence' in the Officer.
- 4.10 A President shall serve for not more than two (2) consecutive 12-month terms. A former President may stand for a further one (1) or two (2) 12-month terms following a stand-down period equal to the number of 12-month terms previously served.
- 4.11 The Committee shall foster and support Interest (Study) Groups and allocate all other responsibilities.
- 4.12 The Committee may appoint Sub-committees for such purposes as

it thinks fit.

- 4.13 The Contact Person for the purposes of the Act shall be decided by the Committee. The Incorporated Societies Register must be notified of the name of the Contact Person, and of any change in that person, and also of any change in the Society's Registered Office address, which shall include a physical address or an electronic address, and a phone number.
- 4.14 A Committee member may resign from Office by giving notice in writing to the Secretary.
- 4.15 The Secretary shall ensure that Minutes are kept of all Annual General Meetings, Special General Meetings and Committee meetings, and are circulated to other Committee members as soon as is practicable and are approved at the next meeting of the Committee or General Meeting.
- 4.16 The Committee shall, as it deems appropriate, publish regularly and circulate to members, a newsletter dealing with the affairs of the Society.
- 4.17 All matters not provided for in this Constitution relating to the Society and not involving an amendment to this Constitution, shall be dealt with by the Committee.

5 Finance

- 5.1 The Financial Year of the Society shall end on 30th September of each year or at such other date as determined by the Committee.
- 5.2 All proper costs, charges and expenses incidental to the management of the Society may be paid from the funds of the Society.
- 5.3 The Treasurer shall keep an account of all monies received and expended on behalf of the Society, and at the Annual General Meeting shall present such accounts using Generally Accepted Accounting Principles as required by the Act. All monetary transactions shall be made through accounts properly authorised by the Committee.
- 5.4 Within four (4) months of the end of the Financial Year the Treasurer shall file with the Companies Office a copy of the Annual Financial Statements and an Annual Return.
- 5.5 All accounts for payment must be approved by the Committee and a monthly Statement of all monies received and expended on behalf of the Society and of the Society's Accounts is to be submitted by the Treasurer to the Committee.
- 5.6 All income and property of the Society shall be applied solely

towards the Aims and Objectives of the Society and none of it shall be paid or transferred in any way to any of its members except for the repayment of legitimate expenses incurred during their work for the Society.

- 5.7 All gifts, grants, donations, membership fees and monies received by the Society must be applied for the purpose for which they were received and none of the above receipts shall be used for the personal gain of any member of the Society.
- 5.8 The members of the Committee shall be indemnified by the Society for all losses and expenses incurred by them in connection with the discharge of their respective duties except such as result from their own default or dishonesty and no member of the Committee shall be liable for the acts or defaults of any other member of the Society or for any loss or expense happening to the Society except those resulting from their own acts, default or dishonesty.

6 Annual General Meetings

- 6.1 The Annual General Meeting shall be held each year at a time and place to be determined by the Committee but shall normally be held as part of the November monthly meeting. At least fourteen (14) days' notice shall be given to members. A quorum shall consist of two fifths (40%) of all members.
- 6.2 The President shall chair the Annual General Meeting. In the absence of the President, any Committee member elected by the Committee shall preside. The Chairperson of the Meeting shall have the casting vote.
- 6.3 The business of the Annual General Meeting shall include:
- (a) Receiving and approving the Minutes of the previous year's Annual General Meeting.
 - (b) Receiving and approving the Annual Report of the President.
 - (c) Receiving and approving the Treasurer's Report and the reviewed annual accounts.
 - (d) Appointing a Reviewer for the accounts for the forthcoming Financial Year as required by the Act. The Reviewer shall be independent of the Committee.
 - (e) Electing the President, Secretary and Treasurer and other Committee members who shall take office at the conclusion of the meeting.
 - (f) Considering any motions for which prior notice has been given to members with the Notice of Meeting
 - (g) Considering any general business.

- 6.4 Nominations for Committee members, duly agreed to by the nominees, who must consent to being nominated, must be proposed and seconded and delivered in writing or sent electronically to the Secretary, no later than two (2) weeks prior to the Annual General Meeting. If fewer than eight (8) nominations for Committee members or no nomination for President or Treasurer or Secretary have been received by the due date, nominations shall be accepted from the floor at the Annual General Meeting.
- 6.5 Voting at Annual General Meetings shall be by voice or show of hands, or when held by electronic means, by electronic communications. No proxy or postal votes shall be counted. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- 6.6 The failure, for any reason, of any member to receive such notice of the General Meeting shall not invalidate the elections or any other resolution.
- 6.7 The Annual General Meeting may be held, wholly or partly, by electronic means, as long as the committee has first decided that
 - (a) In the circumstances prevailing, it is not practicable to hold the meeting in person,
 - (b) All members shall have a reasonable opportunity to vote and participate and none shall suffer a material detriment,
 - (c) This Constitution shall be substantively complied with and a record of any electronic communications shall be retained until acceptance and confirmation of the minutes as the next Annual General Meeting.
- 6.8 For the purposes of clarity, all notices relating to any Annual General Meeting, whether held by electronic means or not, may be given to members by electronic means.

7 Special General Meetings

- 7.1 A Special General Meeting may be called at any time by resolution of the Committee, and the Committee must call a Special General Meeting if it receives a request signed by at least two fifths (40%) of all members calling for such a meeting. At least fourteen (14) days notice shall be given to members of the proposed Special General Meeting.
- 7.2 Any resolution, request or notice must state the business that the Special General Meeting is to deal with.
- 7.3 The rules in this Constitution relating to the procedure to be

followed at Annual General Meetings shall, mutatis mutandis, apply to Special General Meetings, except that Special General Meetings shall only consider and deal with the business specified in the Committee's resolution or in the written request.

- 7.4 The Committee may determine that any Special General Meeting shall be held by electronic means, unless two fifths (40%) of the membership object to that decision or the meeting has been called as the result of a request from members and that request specifies that the meeting shall be held in person.

8 Alterations to the Constitution

- 8.1 This Constitution may be amended at any Special General Meeting or Annual General Meeting of the Society with a quorum of half the members present and by a two-thirds affirmative vote of those members present, provided that no addition or alteration or rescission of this Constitution shall be approved if it affects the Aims and Objectives of the Society or its Dissolution or Pecuniary Income as defined in Clauses 2 (Aims and Objectives), 5 (Finances) and 10 (Dissolution).
- 8.2 For minor amendments, written notice including the text of the amendment and members' right to object shall be sent to all members. If no written objections are received within twenty one (21) days, the Committee shall make the amendment. If an objection is received, the matter shall be taken to an Annual or Special General Meeting.
- 8.3 When an amendment is approved by an Annual or Special General Meeting or under Clause 8.2, it shall be notified to the Incorporated Societies Register in the form and manner specified in the Act for registration and shall take effect from the date of registration of that amendment.

9 Dispute Resolution Procedure

- 9.1 If a dispute or complaint between any member(s) or Officer(s) of the Society arises which in the opinion of the Committee is not a disciplinary matter, then the Committee may resolve the dispute or complaint. The Committee's decision shall be final, or at its discretion with the consent of the parties involved, it may refer the

dispute or complainant(s) to a consensual dispute-based resolution process such as mediation or restorative justice, provided that such dispute-based resolution observes the principles of natural justice.

10 Dissolution

- 10.1 The Society may, at any time, be dissolved by a resolution carried by a simple majority at a Special General Meeting convened for that purpose provided that any such resolution shall be confirmed by a simple majority at a further Special General Meeting called for that purpose, which further meeting shall be held not earlier than thirty (30) days after the first such meeting.
- 10.2 Any resolution to dissolve the Society or to remove the Society from Registration under the Act shall specify that once debts and liabilities of the Society have been discharged, any surplus funds shall be transferred to such body or bodies with Aims and Objectives that are similar to those of the Society or to such New Zealand charity or charities as may be selected at the Special General Meeting. No member of the Society shall receive any of the assets being disbursed.