

U3A Sapphire Coast Inc.

ABN 85641263291

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of U3A Sapphire Coast Inc. will be held on Wednesday 24th February 2016 at Club Sapphire (Tasman Room), 119 Main Street, Merimbula NSW, commencing at 1pm.

The agenda will be:

1. Confirmation of Minutes of 2015 Annual General Meeting*
2. Report from the Vice-President*
3. Report from the Treasurer, including audited Financial Statements*
4. Election of Committee for 2016
5. Consideration of Special Resolutions (see following pages)

* Copies of Reports and the 2015 AGM Minutes will be available at the AGM and also on our website prior to the AGM

Unfortunately there is no guest speaker this year. However, afternoon tea will be served at conclusion of the meeting.

Voting at the AGM:

Members are reminded of the following Clauses in the Constitution that define the rules for voting at a General Meeting:

36. Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

37. Proxy votes

- (1) Each member shall be entitled to appoint another member or the Secretary as his/her proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The member appointing the proxy must give specific directions as to how the proxy is to vote on his or her behalf.
- (3) No financial member may hold more than one proxy except where the Secretary has been nominated as the proxy.
- (4) The notice appointing the proxy shall be in the form set out in Appendix 1 (of the Constitution).

NOTE: A Proxy Form is on the next page and is also available on our website or by contacting the Secretary.

APPOINTMENT OF PROXY

I,.....
(Print full name)

of.....

.....
(Your Address)

being a current member of U3A Sapphire Coast Inc., hereby appoint

The Secretary of U3A Sapphire Coast Inc.
(cross out if not applicable)

OR

.....
(Print full name of person you are appointing)

of.....
(Address)

being a current member of U3A Sapphire Coast Inc., as my proxy to vote for me on my behalf at the Annual General Meeting of the Association to be held on Wednesday 24th February 2016.

My proxy is authorised to vote as follows:

- Special Resolution 1:** In favour/against (delete as appropriate)
- Special Resolution 2:** In favour/against (delete as appropriate)
- Special Resolution 3:** In favour/against (delete as appropriate)
- Special Resolution 4:** In favour/against (delete as appropriate)
- Special Resolution 5:** In favour/against (delete as appropriate)
- Special Resolution 6:** In favour/against (delete as appropriate)
- Special Resolution 7:** In favour/against (delete as appropriate)
- Special Resolution 8:** In favour/against (delete as appropriate)
- Special Resolution 9:** In favour/against (delete as appropriate)

Signed:(Date):.....
(Signature of member appointing proxy)

NB. No financial member may hold more than one proxy except where the Secretary has been nominated as the proxy. **This form must be submitted by post** to The Secretary, U3A Sapphire Coast Inc., P.O. Box 798, Merimbula, 2548, and **must be received no later than 48 hours before the meeting**. Late nominations cannot be accepted.

Special Resolutions for consideration at the Annual General Meeting to be held on Wednesday 24th February 2016

The following **nine** Special Resolutions are proposed for consideration at the Annual General Meeting of U3A Sapphire Coast to be held on Wednesday 24th February (for further details see separate Notice of Meeting above)

The Committee is recommending that members support the proposed amendments to the Constitution to reflect changes in the management of our U3A since the Constitution was re-written in 2013, and to remove any ambiguity in our Constitution that could lead to us being assessable for tax. These are explained further on page 6.

In order for these resolutions to pass, an affirmative vote of at least 75% of members attending the AGM is required. You may also lodge your vote by proxy.

All the Special Resolutions are moved by the Vice-President (Margaret Evans) and seconded by the Program Coordinator (Ian Robertson)

Special Resolution 1

“That the current Clause 17(1) of the Constitution be deleted and be replaced with the following new Clause 17(1):

17. Composition and membership of the Committee

(1)(a) The Committee shall consist of the President, Vice President, Secretary and Treasurer and not less than three, nor more than five, other general positions, each of which is to be elected at the annual general meeting of the Association.

(b) The Committee shall determine the number of general positions referred to in Clause 17(1)(a) and may define specific titles and/or roles for any or all of these positions prior to each Annual General Meeting. The number of general positions determined and any titles and/or roles defined must be notified to the membership at the time that notice is given of the Annual General Meeting or at the time that nominations are called for the election of members of the Committee, whichever occurs earlier.”

Reasoning:

i) With the introduction of new management software which automates the keeping of membership and service records, it is the opinion of the Committee that the Committee position of Membership Registrar dedicated to maintaining membership records and specified in the Constitution is no longer necessary. Other tasks that are currently undertaken by the Membership Registrar can be easily absorbed by other Committee members.

ii) The current Constitution allows for a total maximum number of eleven Committee members, including those positions named in the Constitution. It is the opinion of the Committee that this number is unnecessarily large for efficient management by Committee, and can be reduced to between seven and nine without affecting the proper governance of the organisation. A degree of flexibility in the final numbers is sought so that, as the management demands on the Committee change, so can the number of Committee members.

iv) The addition of a Clause 17 (b) makes it clear that the Committee has the option (i.e. it is not obligatory) of defining additional roles for Committee members. As the Constitution currently stands it has been interpreted that the additional positions can only be filled if they have a specific role attached to them. This new clause also formalises the timing for notifying members about the number and titles of positions so that members can comply with proposed Clause 18(2)(a).

Clause 17(1) currently reads: (words to be changed in italics)

17. Composition and membership of the Committee

- (1) The Committee shall consist of President, Vice President, Secretary, Treasurer *and Membership Registrar and not more than six other members of the general membership*, each of whom is to be elected at the annual general meeting of the Association, *with roles to be defined by the Committee.*

Background to Special Resolution 1

The Constitution was comprehensively re-written in 2012-13 after extensive consultation with members. This involved reviewing and formalising our management structures, a process that needs to continue as Committee members change and new technologies are introduced. Member numbers have also continued to grow so that we now have over 500 financial members, which has prompted rethinks of our administration processes and the roles of sub-committees can play, so we can better service a large membership without over-stretching our volunteer resources.

For these reasons, as 2016 begins we find that the individual roles within the Committee have changed from those that have served us well in previous years and so it is time to review the make-up of the Committee and "tweak" the Constitution to better reflect current and future practices. The changes suggested are not considered major, but rather necessary to allow for our U3A to continue in a sustainable manner with the best interests of our members and our volunteers in mind.

Special Resolution 2

"That Clause 18(1)(b) of the Constitution be amended by replacing the numeral "21" with the word "seven""

Reasoning:

Under Clause 30 (1) the Secretary must give at least 14 days notice of a General Meeting, which includes the AGM. The current wording of Clause 18 (1)(b) allows the situation to arise where nominations for Committee positions can close before members have been notified of the holding of the AGM. By changing the period to seven days this guarantees that nominations are still open when notice of the AGM is given to the membership.

Clause 18(1)(b) will then read: (change in italics)

18. Election of members of the Committee

- (1) Nominations of candidates for election as Committee members of the Association:
(b) must be delivered to the Secretary of the Association at least *seven* days before the date fixed for the holding of the annual general

meeting at which the election is to take place.

Special Resolution 3

“That the current Clause 18(2) of the Constitution be deleted and replaced with the following new Clause 18(2):

18. Election of members of the Committee

(2) (a) Nominations of candidates for election as President, Vice President, Secretary and Treasurer and any general Committee positions where the Committee has, prior to the Annual General Meeting, defined a role, must state which position is being nominated for on the form of nomination.

(b) Nominations may also be made for any general Committee position(s) not defined by the Committee under Clause 17(1)(b), should any be available. Any nomination received where no position is stated will be considered to be a nomination for any such position (if available).

(c) A member may be nominated for more than one position but cannot hold more than one position on the Committee. Should a member be nominated for more than one position, once elected to a position nominations for any other position(s) will become invalid.”

Reasoning:

- i) The changes incorporated in Clause 18(2)(a) bring it into line with the proposed changes to Clause 17(1).
- ii) The addition of Clause 18(2)(b) allows for nominations for any available non-defined Committee positions
- iii) Clause 18(2)(c) formalises what has sometimes happened in previous elections and removes any question that multiple nominations are allowable. It also makes clear that one person cannot hold more than one position; a situation which is not specifically ruled out under the current Constitution.

Clause 18(2) currently reads: (words to be changed in italics)

18. Election of members of the Committee

(2) Nominations of candidates for election as President, Vice President, Secretary, Treasurer, Membership Registrar or any of the other six Committee positions where the Committee has, prior to the annual general meeting, defined a role, must state which position is being nominated for on the form of nomination.

Special Resolution 4

“That Clause 24(5) of the Constitution be amended by replacing the word “five” with the word “four””

Reasoning:

The reduction in quorum reflects the proposed reduction in numbers on the Committee from a maximum of eleven to a maximum of nine.

Clause 24(5) will then read: (change in italics)

24. Meetings and Quorum

(5) Any four members of the Committee constitute a quorum for the transaction of the business of a Committee meeting.

Special Resolution 5

“That Object (b) of the Association under the Constitution be amended to read as follows:

(b) Provide benefits and enjoyment to the members of the Association in furtherance of object (a)”

Reasoning:

This would effectively mean that any benefit or enjoyment derived by members cannot be for purposes other than those embodied in sub clause (a), which states the objects to be (a) Establish, maintain and conduct an Association devoted to providing programmes of learning activities which offer stimulation and development to its members.

Object (b) currently reads:

(The objects of the Association are to):

(b) Provide benefits and enjoyment to the members of the Association

Special Resolution 6

“That the current Clause 41(1) the Constitution be deleted and replaced with the following new Clause 41(1):

41(1) The assets and income of the organisation shall be applied solely in furtherance of its above – mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona-fide compensation for services rendered or expenses incurred on behalf of the organisation.”

Reasoning:

This wording has been supplied by the ATO and ensures that no individual can use the Association’s assets and income for improper purposes.

Clause 41(1) currently reads:

41(1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such a manner as the Committee determines.

Background to Special Resolutions 5 and 6:

At the moment U3A Sapphire Coast self assesses as income tax exempt (which it is legally entitled to do), but at some future time it may be advisable to ask for a formal tax status determination from the Australian Tax Office (ATO) and/or apply for registration as a charity with Deductible Gift Recipient (DGR) status.

Currently the ATOs thinking is that U3As generally are not eligible for DGR, but the NSW U3A Network is investigating and liaising with ATO on our behalf seeking to change this. Having DGR status means that persons or corporations which donate to a DGR registered institution are entitled to claim their donation as an income tax deduction.

Both Special Resolutions 5 and 6 are being proposed after consultation with the ATO, and should ensure that we can continue to be income tax exempt, and also have the best chance of achieving DGR status should we wish to.

Special Resolution 7

"That the current Clause 3(3) of the Constitution be amended by deleting the words "Membership Registrar" and substituting the word "Committee""

Clause 3(3) will then read (change in italics):

The *Committee* must, on payment by the applicant of the amounts referred to in sub-clause 3(1) (b) and after approval by the Committee or its delegate, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

Special Resolution 8

"That the current Clause 5(2) of the Constitution be amended by deleting the words "Membership Registrar must update" and substituting the words "Committee must update or cause to be updated""

Clause 5(2) will then read (change in italics):

If a member of the Association ceases to be a member under this section, *the Committee must update or cause to be updated* the Membership Register as soon as is practicable by recording the date on which the member ceased to be a member.

Special Resolution 9

"That the current Clause 8(1) of the Constitution be amended by deleting the words "Membership Registrar" and substituting the word "Committee""

Clause 8(1) will then read (change in italics):

The *Committee* must establish and maintain in NSW a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

Background to Special Resolutions 7, 8, and 9.

The passing of Special Resolutions 1 and 3 will lead to inconsistencies in the Constitution because the title of "Membership Registrar" is referred to in other Clauses.

To address this, Special Resolutions 7, 8 and 9 are proposed. In all cases they delete references to the Membership Registrar, and instead put the onus for any actions onto the Committee as a whole. This gives the Committee the ability to determine who undertakes any required actions, and/or how they are carried out. With the introduction of our new management software most of these actions will in fact be automatically done online.