



ARMADALE
UNIVERSITY OF THE THIRD AGE

PREAMBLE

A. The name of the Association is: U3A Armadale Inc.

Objects

B. The objects of the Association are:

1. To provide opportunities for persons aged fifty (50) years and over to learn through talks, lectures, discussions, courses, demonstrations, study groups, visits, workshops and other educational activities.
2. To provide opportunities for members to meet, socialise and participate in activities which enhance wellbeing and lifelong learning.
3. To promote the principles of lifelong learning and active ageing
4. To do all lawful things that may appear necessary or desirable for the advancement of the Association.

Quorum – General Meetings

C. A quorum for a General Meeting shall be: the greater of:

- Twenty (20) financial members; or
- Ten per cent (10%) of financial members.

Quorum – Committee Meetings

D. A quorum for a Committee Meeting shall be:

- A majority of Committee Members; and
- Include at least two Office Holders.

Financial Year

E. The financial year of the Association shall commence on 1 July and conclude on 30 June each year.

PART 1 — PRELIMINARY

1. Terms Used

In these Rules unless the contrary intention appears:

Act means the Associations Incorporation Act 2015 (WA).

Association means U3A Armadale Inc.

Books include registers, documents, financial records, electronic records and any other record of information.

Committee means the Management Committee of the Association.

Committee Member means a member elected or appointed to the Committee.

Financial Member means a member whose annual membership fee has been paid, or a Life Member who is exempt from payment of the annual membership fee, and who is not under suspension

Financial Year means the period from 1 July to 30 June.

General Meeting means a meeting of members entitled to attend and vote.

Life Member means a member granted Life Membership by resolution of a General Meeting.

Member means an Ordinary Member or Life Member.

Office Holders means:

- President
- Vice President
- Secretary
- Treasurer

Ordinary Member means a member with full voting rights.

Register of Members means the register maintained under these Rules and the Act.

Special Resolution has the meaning given in the Act.

Tier 1 Association means an incorporated association classified under section 64(1) of the Act.

2. Financial Year

The Financial Year of the Association is the period of twelve months commencing on 1 July and ending on 30 June.

3. Interpretation

Words importing the singular include the plural and vice versa.
Headings are included for convenience only and do not affect interpretation.
Reference to a person includes a corporation where appropriate.



PART 2 — NOT FOR PROFIT BODY

4. Not-for-Profit Organisation

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association.

No portion shall be paid or distributed directly or indirectly to Members except as provided in these Rules.

Payments may be made to a Member only:

- a) as reasonable remuneration for services rendered;
- b) for reimbursement of authorised expenses;
- c) as reasonable rent for premises leased to the Association;
- d) as interest on funds loaned to the Association at a rate not exceeding the Reserve Bank of Australia cash rate.

Any payment to a Committee Member, other than reimbursement of an authorised expense, must be approved by Members at a General Meeting.

5. Reserved

PART 3 — MEMBERSHIP

6. Eligibility for Membership

Any person aged fifty (50) years or over and not in full-time employment, who supports the objects of the Association is eligible to apply for membership.

7. Application for Membership

Applications shall:

- a) be made in a form approved by the Committee;
- b) be submitted in writing or electronically;
- c) contain information required by the Committee.

The Committee may accept or reject any application and is not required to provide reasons.

8. Classes of Membership

The Association shall consist of:

8.1 Ordinary Members

Ordinary Members:

- have full voting rights;
- may hold office;
- may vote at General Meetings.

8.2 Life Members

Life Membership may be conferred by resolution of a General Meeting upon recommendation of the Committee.

8.3 Life Members:

enjoy all rights of Ordinary Members;
are exempt from annual membership fees unless otherwise determined by a General Meeting.

9. Membership Fees

Annual Membership Fees shall be determined by members at the Annual General Meeting.
The Committee may recommend fee levels to members for consideration.

10. Activity and Participation Fees

The Committee may determine:

- class fees;
- workshop fees;
- activity fees;
- excursion fees;
- meeting attendance fees;

as required for the proper operation of the Association.

11. Admission to Membership

An applicant becomes a member when:

- a) the application is accepted by the Committee; and
- b) any membership fee payable has been paid.

12. Register of Members

The Secretary shall maintain a Register of Members in accordance with the Act.

The Register shall contain:

- member name;
- postal or electronic address;
- membership commencement date;
- membership classification;
- any other information required by law.

The Register may be maintained electronically.

13. Inspection of Register

Members may inspect the Register in accordance with the Associations Incorporation Act 2015 (WA).

The Committee may require a statutory declaration where permitted by the Act.

14. Cessation of Membership

Membership ceases when:

- a) the member resigns;
- b) the member dies;
- c) membership fees remain unpaid for three months after the due date;
- d) the member is expelled under these Rules.

15. Resignation

A member may resign by written notice to the Secretary.

The resignation takes effect upon receipt unless a later date is specified.

16. Rights Not Transferable

Membership rights are personal and may not be transferred or assigned.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

17. Definitions

For the purposes of this Part:

Member includes a former member whose membership has ceased within the previous six (6) months and whose matter remains under consideration.

Dispute means a disagreement between:

Members; or One or more Members and the Association.

18. Suspension or Expulsion

The Committee may suspend or expel a member if:

- a) the Member breaches these Rules;
- b) the Member acts contrary to the interests, reputation or objectives of the Association;
- c) the Member engages in conduct considered inappropriate, disruptive, abusive or detrimental to the welfare of Members or the operation of the Association.

19. Notice of Proposed Action

Before any suspension or expulsion is considered, the Secretary shall provide the Member with written notice:

- a) at least twenty-eight (28) days before the Committee Meeting considering the matter;

- b) specifying the allegations or grounds relied upon;
- c) advising the Member of their right to attend and be heard;
- d) advising the Member of their right to submit written representations.

20. Committee Determination

The Committee shall:

- a) provide the Member with a reasonable opportunity to respond;
- b) consider all relevant information;
- c) determine whether suspension or expulsion is justified.

The Committee may:

- dismiss the matter;
- issue a warning;
- suspend membership for a specified period;
- expel the Member.

The decision takes effect immediately unless otherwise determined by the Committee.

21. Notice of Decision

The notice shall advise an expelled Member of any right to apply to the State Administrative Tribunal for review or determination in accordance with the Associations Incorporation Act 2015 (WA), including the applicable time limit.

22. Consequences of Suspension

During suspension a member:

- may not vote;
- may not hold office;
- may not participate in activities determined by the Committee;
- remains liable for membership fees.

The Secretary shall record the suspension in the Register of Members.

23. Disputes Between Members

Members involved in a dispute shall first attempt to resolve the matter informally within fourteen (14) days.

If unsuccessful, either party may request intervention by the Committee.

24. Committee Resolution Process

Where a dispute is referred to the Committee:

- a) a Committee Meeting shall be convened within twenty-eight (28) days;
- b) each party shall receive at least seven (7) days' notice;
- c) each party shall have a reasonable opportunity to be heard.

The Committee shall determine the matter and advise all parties in writing.

25. Mediation

A Member may request mediation within fourteen (14) days of:

- a disciplinary decision; or
- a dispute determination.

The Committee shall appoint an independent mediator agreed by the parties where possible.

26. Appointment of Mediator

The mediator:

- a) must be impartial;
- b) must not have a personal interest in the matter;
- c) may be a member of another community organisation experienced in mediation.

27. Mediation Process

The mediator shall:

- a) provide all parties an opportunity to be heard;
- b) ensure procedural fairness;
- c) encourage resolution by agreement.

The mediator may not impose a decision.

28. Confidentiality

All mediation proceedings shall be confidential.

Information disclosed during mediation may not be used in subsequent proceedings unless required by law.

29. Costs of Mediation

Unless otherwise agreed, mediation costs shall be borne equally by the parties.

PART 5 — MANAGEMENT COMMITTEE

30. Powers of the Committee

The Committee is responsible for the management of the affairs of the Association.

Subject to the Act and these Rules, the Committee may exercise all powers necessary for the administration of the Association.



31. Responsibilities of the Committee

The Committee shall:

- a) ensure compliance with the Act;
- b) ensure compliance with these Rules;
- c) manage assets and finances responsibly;
- d) promote the objectives of the Association;
- e) ensure proper governance practices.

32. Composition of the Committee

The Committee shall consist of:

Office Holders

President
Vice President
Secretary
Treasurer

Ordinary Committee Members

Up to five (5) Ordinary Committee Members.

The Committee may recommend a lesser number to the AGM if considered appropriate.

33. Eligibility

A Committee Member must:

- a) be an Ordinary Member or Life Member;
- b) be at least fifty (50) years of age;
- c) not be disqualified under the Associations Incorporation Act 2015 (WA).

34. Duties of the President

The President shall:

- a) provide leadership to the Association;
- b) chair General Meetings and Committee Meetings;
- c) represent the Association publicly;
- d) work with the Secretary in setting meeting agendas;
- e) ensure implementation of Committee decisions.

35. Duties of the Vice President

The Vice President shall:

- a) perform the duties of the President when required;
- b) assist the President in leadership of the Association;
- c) act as a support contact for Members;

d) assist in the development of new activities and programs.

36. Duties of the Secretary

The Secretary shall:

- a) maintain records of the Association;
- b) maintain the Register of Members;
- c) prepare meeting notices;
- d) maintain minutes;
- e) manage correspondence;
- f) maintain governance records;
- g) **notify changes to contact details and lodge special resolutions.**

37. Duties of the Treasurer

The Treasurer shall:

- a) maintain financial records;
- b) oversee banking and payments;
- c) prepare financial statements;
- d) present reports to the Committee and AGM;
- e) ensure compliance with Part 5 of the Act;
- f) **lodge the annual information statement.**

38. Election of Committee Members

Committee Members shall be elected at the Annual General Meeting.

39. Call for Nominations

The Secretary shall call for nominations at least forty-two (42) days before the AGM.

Nominations must be received at least twenty-eight (28) days before the AGM.

40. President Term Limit

A person who has served as President for three (3) consecutive years:

- a) shall cease to be eligible for election as President; and
- b) shall not be eligible to be elected or appointed as President again until twelve (12) months have elapsed.

Nothing in this Rule prevents that person serving in another Committee position.

41. Election Procedures

If only one nomination is received for a position, that nominee shall be declared elected.

If nominations exceed vacancies, election shall be by secret ballot.

42. Term of Office

Committee Members hold office until the conclusion of the next AGM and may be re-elected subject to Rule 40.

43. Resignation

A Committee Member may resign by written notice to the Secretary.
The resignation takes effect upon receipt unless a later date is specified.

44. Casual Vacancies

The Committee may appoint an eligible Member to fill a vacancy until the next AGM.

45. Conflict of Interest

A Committee Member who has a material personal interest in a matter under consideration shall:

- a) disclose the interest;
- b) have the disclosure recorded in the minutes;
- c) not be present while the matter is being considered and not vote on the matter, except where permitted by the Act.

46. When Office Becomes Vacant

A Committee position becomes vacant if the holder:

- a) resigns;
- b) dies;
- c) ceases to be a Member;
- d) becomes ineligible under the Act;
- e) is absent from three consecutive Committee Meetings without approved leave.

47. Committee Meetings

The Committee shall meet at least three times each year.
Additional meetings may be called by:

- the President; or
- any two Committee Members.

48. Notice of Committee Meetings

At least five (5) days' notice shall be given unless urgency requires otherwise.



49. Attendance by Electronic Means

Committee Members may participate by:

- telephone;
- video conference;
- online meeting platform;
- other electronic communication technology.

A Member participating electronically is deemed present.

50. Quorum

A quorum shall be:

- a majority of Committee Members; and
- include at least two Office Holders.

51. Voting

Each Committee Member has one vote.

The Chair has a casting vote in the event of a tied vote.

52. Minutes

Minutes shall be:

- maintained by the Secretary;
- entered within thirty (30) days;
- confirmed at the next meeting;
- retained permanently in electronic or printed form.

PART 6 — GENERAL MEETINGS OF THE ASSOCIATION

53. Annual General Meeting

The Association shall hold an Annual General Meeting (AGM) each year in accordance with the Associations Incorporation Act 2015 (WA).

The Committee shall determine:

- a) the date;
- b) the time;
- c) the location;

of the AGM.

The AGM shall be held within six (6) months of the end of the Financial Year unless an extension is approved under the Act.



54. Ordinary Business of the AGM

The ordinary business of the AGM shall include:

- a) confirmation of the minutes of the previous AGM;
- b) confirmation of the minutes of any Special General Meeting held since the previous AGM;
- c) receipt and consideration of the President's Report;
- d) receipt and consideration of the Treasurer's Report;
- e) receipt and consideration of the Financial Statements;
- f) receipt of any auditor's or reviewer's report where required;
- g) election of Committee Members;
- h) determination of Annual Membership Fees for the ensuing year;
- i) appointment or removal of an auditor or reviewer where required by law;
- j) any other business properly notified.

55. Special General Meetings

The Committee may convene a Special General Meeting at any time.

The Committee must convene a Special General Meeting if requested in writing by:

- not less than ten per cent (10%) of financial members; or
- twenty (20) financial members,

whichever is the greater.

The request must:

- a) state the purpose of the meeting;
- b) be signed by the Members making the request;
- c) be delivered to the Secretary.

56. Failure to Convene Special General Meeting

If the Committee does not convene a Special General Meeting within twenty-eight (28) days of receiving a valid request, the requesting Members may convene the meeting themselves.

The meeting shall be held within three (3) months of the original request.

Only business specified in the request may be considered.

57. Notice of General Meetings

The Secretary shall provide notice to all Members:

Special Resolution

57(a) At least twenty-one (21) days' notice where a Special Resolution is intended to be proposed as a Special Resolution.

Ordinary Business

57(b) At least fourteen (14) days' notice for all other General Meetings.



Notices of Motion

57(c) A Member wishing to propose a motion at a General Meeting must give the Secretary written or electronic notice at least twenty-eight (28) days before the meeting.

The notice of motion must:

- a) state the proposed motion in full;
- b) identify the Member proposing the motion; and
- c) be delivered to the Secretary at the Association's notified postal or electronic address.

A notice of motion received after the deadline shall be placed on the agenda of the next General Meeting for which the notice requirements can be met.

58. Contents of Notice

A notice of meeting shall include:

- a) date;
- b) time;
- c) location;
- d) details of electronic attendance arrangements if available;
- e) agenda, including any notice of motion received in accordance with Rule 57;
- f) details of any Special Resolution;
- g) nominations for election where applicable;
- h) proxy voting information.

59. Electronic Attendance

Members may attend a General Meeting by:

- video conference;
- telephone conference;
- online meeting platform;
- other approved electronic means.

Members participating electronically shall be deemed present and entitled to vote.

60. Presiding Officer

The President shall preside at General Meetings.

In the President's absence, the Vice President shall preside.

If both are absent, the Members present shall elect a Committee Member to chair the meeting.

61. Quorum

A quorum for a General Meeting shall be:

The greater of:

- Twenty (20) financial members; or
- Ten per cent (10%) of financial members.

No business may be conducted unless a quorum is present.

62. Lack of Quorum

If a quorum is not present within thirty (30) minutes of the notified commencement time:

62(a) Special General Meeting

The meeting shall lapse.

62(b) Annual General Meeting

The meeting shall stand adjourned:

to the same day and time within four (4) weeks; and

at the same location or another location determined by the Committee.

At the reconvened AGM, Members present shall constitute a quorum.

63. Adjournment

The Chair may adjourn a meeting with the approval of the majority of Members present.

No business may be transacted at an adjourned meeting other than unfinished business from the original meeting.

64. Voting Rights

Each Ordinary Member and Life Member who is financial at the time the vote is taken is entitled to one vote.

65. Proxy Voting

A Member may appoint another financial Member as proxy.

A Member may hold no more than five (5) proxies.

Proxy appointments:

- a) shall be in writing;
- b) shall be signed by the appointing Member;
- c) shall be lodged before commencement of the meeting.

Electronic proxy forms are permitted.

66. Voting Procedures

Voting may be conducted by:

show of hands;

voice vote;
ballot;
electronic means.

The Chair shall determine the voting method unless a ballot is requested.

67. Ordinary Resolutions

An Ordinary Resolution is carried when a majority of Members present and entitled to vote in favour.

68. Special Resolutions

A Special Resolution shall be determined in accordance with the Associations Incorporation Act 2015 (WA).

Special Resolutions are required for:

- a) constitutional amendments;
- b) winding up of the Association;
- c) any matter required by law.

69. Poll

A poll may be demanded by:

- the Chair; or
- three (3) Members entitled to vote.

The Chair shall determine the manner in which the poll is conducted.

70. Minutes of General Meetings

The Secretary shall ensure minutes are:

- a) taken for all General Meetings;
- b) entered into the records of the Association within thirty (30) days;
- c) confirmed at the next General Meeting;
- d) retained permanently.

Minutes shall record:

- attendance;
- apologies;
- motions;
- voting outcomes;
- elections;
- resolutions;
- reports presented.

71. Access to Minutes



Confirmed minutes of General Meetings shall be available for inspection by Members upon request, subject to any lawful restrictions imposed by the Committee.

PART 7 — FINANCIAL MANAGEMENT

72. Sources of Funds

The funds of the Association may be derived from:

- a) Annual Membership Fees;
- b) Activity Fees;
- c) Workshop and Course Fees;
- d) Donations;
- e) Grants;
- f) Sponsorships;
- g) Fundraising Activities;
- h) Interest earned;
- i) Any other lawful source approved by the Committee.

This Part shall be administered in accordance with the Associations Incorporation Act 2015 (WA).

73. Control of Funds

The Committee shall be responsible for the proper management of all Association funds.

The Committee may approve expenditure on behalf of the Association.

No expenditure shall be incurred unless:

- a) authorised by the Committee; or
- b) authorised under delegated authority approved by the Committee.

74. Banking Arrangements

The Association shall maintain one or more accounts with an approved financial institution.

All monies received shall be deposited into an Association account as soon as practicable and no later than five (5) working days after receipt.

75. Authorisation of Payments

All payments made on behalf of the Association shall require:

- a) approval in accordance with Committee policy; and
- b) authorisation by two approved signatories.

Approved signatories shall be determined by the Committee.

Electronic banking approvals may be used.

76. Financial Records

The Treasurer shall ensure that accurate financial records are maintained.

Financial records shall include:

- receipts;
- invoices;
- bank statements;
- payment records;
- accounting records;
- supporting documentation.

Records may be maintained electronically.

77. Treasurer's Responsibilities

The Treasurer shall:

- a) receive and account for Association monies;
- b) ensure banking is conducted promptly;
- c) maintain financial records;
- d) prepare financial reports for Committee Meetings;
- e) prepare Annual Financial Statements;
- f) ensure compliance with legislative requirements;
- g) present financial reports to Members at the AGM.

78. Financial Reporting

The Committee shall ensure that the Association complies with all financial reporting requirements imposed by the Associations Incorporation Act 2015 (WA).

Financial reports shall be presented to Members at the Annual General Meeting.

79. Tier 1 Association Compliance

The Association is a Tier 1 Association for the purposes of the Associations Incorporation Act 2015 (WA), unless its classification changes in accordance with that Act.

While the Association is classified as a Tier 1 Association, the Committee shall ensure that the Association:

- a) prepares and presents its financial statements in accordance with the requirements of the Act;
- b) maintains proper financial and other records as required by the Act;
- c) meets all applicable financial reporting, record-keeping and accountability requirements within the timeframes prescribed by the Act.

If the Association's classification changes under the Act, the Association shall comply with the financial reporting and other obligations applicable to its new classification.

The Treasurer shall be responsible for overseeing compliance with the financial reporting requirements of the Act, subject to the overall responsibility of the Committee.

80. Audit and Financial Review

The Committee may:



- a) appoint an auditor;
- b) appoint an independent reviewer;
- c) commission an audit or review at any time.

An audit or review shall be undertaken if:

- a) required by legislation;
- b) directed by a General Meeting;
- c) considered necessary by the Committee.

81. Financial Delegations

The Committee may establish financial delegations for:

- President;
- Treasurer;
- Secretary;
- Activity Coordinators;
- Other authorised persons.

Financial delegations shall be documented in Committee policy.

82. Property and Assets

All property and assets of the Association shall remain the property of the Association.

The Committee shall maintain appropriate records of significant assets.

The Committee may dispose of surplus or obsolete assets in accordance with approved policy.

83. Insurance

The Committee shall ensure that appropriate insurance cover is maintained including, where applicable:

- Public Liability Insurance;
- Volunteer Insurance;
- Association Liability Insurance;
- Property Insurance;
- Any other insurance considered necessary.

84. Reimbursement of Expenses

Members may be reimbursed for authorised expenses incurred on behalf of the Association.

Claims shall:

- a) be supported by receipts where practical;
- b) be approved by the Committee or authorised delegate.

85. Financial Transparency

Members are entitled to receive financial information presented at General Meetings.

Financial reports shall be available for inspection in accordance with the Act and these Rules.

86. Custody of Financial Records

Financial records shall be kept:

- a) in secure physical storage; or
- b) in secure electronic storage;

or both.

The Treasurer shall be responsible for their custody unless otherwise determined by the Committee.

87. Retention of Financial Records

Financial records shall be retained for a minimum of seven (7) years.

Electronic copies shall satisfy this requirement provided they remain accessible and legible.

88. Budget Planning

The Committee may prepare an annual budget for guidance in managing the financial affairs of the Association.

The budget shall be reviewed periodically during the Financial Year.

89. Financial Accountability

All Committee Members share responsibility for ensuring that:

- a) Association funds are used only for approved purposes;
- b) assets are protected;
- c) financial risks are managed appropriately;
- d) decisions involving expenditure are properly recorded in the minutes.

90. Surplus Property on Winding Up

Upon cancellation of incorporation or winding up of the Association, any surplus property remaining after satisfaction of all debts and liabilities shall be distributed in accordance with the Associations Incorporation Act 2015 (WA).

The recipient organisation or organisations shall:

- a) have similar objects to those of U3A Armadale Inc.; and
- b) be eligible recipients under the Act.

PART 8 — GENERAL MATTERS

91. By-Laws

The Association may make, amend or revoke By-Laws by resolution at a General Meeting.

By-Laws may deal with matters including:

- a) operation of classes and activities;
- b) member conduct;
- c) financial procedures;
- d) management of Association property;
- e) use of electronic systems;
- f) any matter considered necessary for the effective operation of the Association.

No By-Law may be inconsistent with:

- the Associations Incorporation Act 2015 (WA);
- any Regulations made under the Act; or
- this Constitution.

92. Electronic Administration

The Association may maintain and manage records electronically.

Electronic records may include:

- membership records;
- minutes;
- financial records;
- correspondence;
- notices;
- registers;
- governance documents.

Approved electronic systems may include TidyHQ or any other system approved by the Committee.

Electronic records shall have the same status as paper records.

93. Electronic Communications

Notices, reports and communications required under this Constitution may be provided by:

- a) email;
- b) online member portal;
- c) website publication;
- d) electronic document distribution systems;
- e) any other method approved by the Committee.

Delivery to a member's recorded electronic address shall constitute valid service.

94. Execution of Documents

The Association may execute documents by:

- a) the signatures of any two authorised Committee Members; or
- b) one authorised Committee Member and another person authorised by the Committee.

Electronic signatures may be used where legally permissible.

95. Common Seal

The Association may maintain a Common Seal.

The Common Seal is to be kept by the Secretary in a safe and secure place.

Where a Common Seal is adopted:

- a) its use must be authorised by the Committee;
- b) it must be affixed in the presence of two authorised signatories;
- c) a record of its use must be maintained by the Secretary.

96. Custody of Records

The Secretary shall ensure the safe custody of:

- minutes;
- governance records;
- membership records;
- correspondence;
- constitutional records.

The Treasurer shall ensure the safe custody of financial records.

The Committee may determine alternative arrangements where appropriate.

97. Retention of Records

Association records shall be retained for not less than seven (7) years unless a longer period is required by law.

Electronic storage satisfies this requirement provided records remain accessible and recoverable.

98. Inspection of Records

Members may inspect records of the Association in accordance with the Associations Incorporation Act 2015 (WA).

Requests shall be directed to the Secretary.

Inspection rights are subject to:

- a) privacy obligations;
- b) confidentiality obligations;
- c) legislative restrictions.

99. Privacy of Member Information

Personal information collected by the Association shall be used only for purposes connected with the operation of the Association.

The Committee shall ensure that reasonable steps are taken to protect personal information from:

- unauthorised access;
- misuse;

loss;

disclosure.

The Association shall maintain a Privacy Policy approved by the Committee.

100. Data Breach Response

The Association shall maintain a Data Breach Response Plan.

Where a data breach is suspected or confirmed, the Committee shall take reasonable steps to:

- a) contain the breach;
- b) assess risks;
- c) notify affected persons where appropriate;
- d) implement corrective action.

101. Publication of Statements

No Committee Member shall publish or authorise publication of statements on behalf of the Association unless:

- a) authorised by the Committee; or
- b) acting within an approved role or delegation.

Official statements shall reflect Committee policy and decisions.

102. Indemnity of Committee Members

To the extent permitted by law, the Association shall indemnify Committee Members against liabilities incurred in good faith while carrying out authorised duties on behalf of the Association.

This indemnity does not apply where conduct involves:

- fraud;
- dishonesty;
- wilful misconduct;
- unlawful acts.

103. Record of Office Holders

The Secretary shall maintain a record of:

- Committee Members;
- Office Holders;
- persons authorised to act on behalf of the Association.

The record shall be maintained in accordance with the Act.

104. Alteration of Constitution

This Constitution may only be amended by Special Resolution passed at a General Meeting in accordance with the Associations Incorporation Act 2015 (WA).

Members shall receive proper notice of any proposed amendment.

105. Dissolution and Winding Up

The Association may be dissolved in accordance with the Associations Incorporation Act 2015 (WA).

Any proposal to dissolve the Association must be approved by Special Resolution.

106. Distribution of Surplus Property

Upon winding up or cancellation of incorporation, any surplus property remaining after satisfaction of debts and liabilities shall be distributed in accordance with the Associations Incorporation Act 2015 (WA).

The recipient organisation or organisations shall:

- a) have objectives similar to those of U3A Armadale Inc.; and
- b) be eligible recipients under the Act.

107. Transitional Arrangements

Upon adoption of this Constitution:

- a) all existing Members shall retain their membership status;
- b) all existing Committee Members shall continue in office until the next AGM unless otherwise determined;
- c) existing policies, procedures and By-Laws shall continue to operate to the extent they are not inconsistent with this Constitution.

ADOPTION

This Constitution was adopted by Special Resolution of Members of U3A Armadale Inc. at a General Meeting held on: