

# **CONSTITUTION**

## **UNIVERSITY OF THE THIRD AGE STILBAAI**

### **(U3A STILBAAI)**

[The English constitution of U3A Stilbaai is the original and definitive version]

#### **1. NAME**

The name of the organisation shall be The University of the Third Age Stilbaai, herein after referred to as U3A Stilbaai.

#### **2. OBJECTIVES**

- 2.1 The main objective of U3A Stilbaai is to improve the quality of life of people of mature age and to encourage the maintenance of intellectual capacity by facilitating the sharing of skills through stimulating programmes of learning and teaching and the social contacts derived therefrom.
- 2.2 The ancillary objectives are to encourage and facilitate the participation of people of mature age in courses, lectures, seminars, conferences, excursions and cultural as well as recreational and physical activities.

#### **3. STATUS**

- 3.1 U3A Stilbaai is an organisation having a legal personality, capable of suing and being sued in its own name.
- 3.2 U3A Stilbaai shall exist in its own right, separately from its members.
- 3.3 U3A Stilbaai is able to own property and other assets.
- 3.4 U3A Stilbaai will continue to exist when its office bearers (Committee members) or membership change.
- 3.5 U3A Stilbaai is an organisation not for profit, but for the benefit of its members and as such excludes the carrying on by it of trading or other profit-making activities or the participation by it in any business, profession or occupation carried on by any of its members or the provision to them of financial assistance or of any premises or continuous services or facilities required by them for the purpose of any business, profession or occupation.
- 3.6 None of its members in their personal capacities shall have any right to or interest in the property, funds or assets of U3A Stilbaai.
- 3.7 U3A Stilbaai is not permitted to distribute its funds, assets or property to any person other than to a similar association of persons, giving preference to any other University of the Third Age in South Africa.

#### **4. MEMBERSHIP**

- 4.1 U3A Stilbaai is open to all persons who are interested in supporting its stated objectives and who on application and payment of the annual subscription shall be admitted to membership, and shall be bound by this Constitution.
- 4.2 Membership may be terminated if:
  - 4.2.1 any member acts in a manner that is prejudicial to the good name of U3A Stilbaai or brings it into disrepute, provided that the member concerned shall have the right of appeal to the Committee before a final decision is made.

4.2.2 membership subscriptions or other amounts owed to U3A Stilbaai remain unpaid after 60 days of such amounts becoming payable.

## **5. MANAGEMENT**

- 5.1 The affairs of U3A Stilbaai shall be managed and controlled by an Executive Committee hereinafter referred to as the Committee, consisting of at least 5 and not more than 10 paid up members of good standing, who shall be the office bearers of the organisation, which number shall exclude those members who are co-opted in terms of clause 5.5 and/or 5.6 hereof.
- 5.2 The election of the Committee shall be held at the Annual General Meeting of U3A Stilbaai. All nominations to the Committee shall be proposed, seconded, and agreed to at the Annual General Meeting.
- 5.3 The newly elected Committee shall take office at the conclusion of the Annual General Meeting. Committee members shall serve for a period of 1 year but shall be eligible for re-election at the next Annual General Meeting.
- 5.4 The Office bearers consisting of a chairperson, vice-chairperson, secretary and treasurer, as well as pertinent portfolio holders shall be appointed by the Committee at its first meeting following the Annual General Meeting.
- 5.5 The committee may co-opt not more than five ordinary members to the committee. They shall have full voting rights and their term of office shall expire at the following Annual General Meeting.
- 5.6 The committee may in addition from time to time co-opt persons to the committee who need not be members of U3A Stilbaai to serve because of their special expertise. They shall not have voting rights and their term of service shall expire at the following Annual General Meeting or sooner if so decided by the Committee.
- 5.7 Committee members may resign office by giving not less than 21 days' notice in writing to the secretary. The Committee shall have powers to co-opt replacement members to fill vacancies. Such appointees shall have full voting rights and shall serve until the next Annual General Meeting when they shall be eligible for nomination and election to the Committee as provided for in clause 5.2 hereof.
- 5.8 Should the committee consider it necessary, it can resolve to set up sub-committees to which it may from time to time and for such time as it determines, delegate the transaction of such matters and the performance of such acts as it thinks fit. The Committee shall exercise supervision over the proceedings and acts of such sub-committees which shall report to the Committee on actions taken under their delegated powers.
- 5.9 There shall be no fewer than 4 Committee meetings in each year.
- 5.10 The quorum for any Committee meeting shall be 50% of voting members.
- 5.11 At Committee meetings matters shall be decided by a simple majority of votes of Committee members present. In the case of an equality of votes the chairperson shall have a second or casting vote.
- 5.12 Special Committee meetings may be called at any time by the chairperson or by any two members of the Committee upon 7 days' notice given to all other Committee members outlining the matters to be discussed. The dates and proposed agendas of such meetings shall be circulated in writing to all members by the secretary.
- 5.13 The secretary shall record and keep minutes of all Committee meetings and all Annual and Special General meetings. Minutes of sub-committee meetings shall be kept by the convenor of such meetings and passed to the secretary for retention.

## **6. POWERS OF COMMITTEE**

The Committee is empowered to:

- 6.1 determine and collect annual membership subscriptions;
- 6.2 administer membership in terms of clause 4 hereof and further may award honorary membership as it deems fit;
- 6.3 publish books, pamphlets, reports, leaflets, journals, films, videotapes and instructional matter;
- 6.4 establish training courses and arrange lectures, seminars, conferences, excursions and courses;
- 6.5 assist and cooperate in the formation and operation of other local U3As;
- 6.6 receive unconditional non-revocable donations, sponsorships, subscriptions and legacies from persons desiring to promote the objectives of U3A Stilbaai. Any monies raised or received shall be retained by U3A Stilbaai and be used at the discretion of the Committee.
- 6.7 purchase, take on lease or exchange, hire and otherwise acquire and sell or dispose of movable and immovable property, and any rights and privileges which U3A Stilbaai may think necessary for the promotion of its stated objectives, subject to such consents as may be required by law;
- 6.8 make donations to approved public benefit organisations or any institution, board, or body which is exempt from tax in terms of section 10(l)(Ca)(i) of the Income Tax Act (Act 58 of 1962);
- 6.9 appoint persons who are not members of the Committee either permanently or on such fixed term agreements as may from time to time be necessary for carrying out the work of U3A Stilbaai and may fix their terms and conditions of appointment. Such appointments must not be inconsistent with the stated objectives of U3A Stilbaai;
- 6.10 take on such power and authorities that the committee considers it requires and do all such other things as may be necessary for the attainment of the objectives of U3A Stilbaai as stated herein.

## **7. ANNUAL AND SPECIAL GENERAL MEETINGS**

- 7.1 The Annual General Meeting shall be held once in each year and not later than 90 days after the end of the preceding financial year. At least 21 days notice and the proposed agenda of such meetings shall be given in writing to all members by the secretary.
- 7.2 The quorum at Annual General and Special General Meetings shall be 10% of the paid up membership. Should no quorum be present on the date and at the time set down for any General Meeting, the meeting shall be adjourned until a date not more than 14 days later set by the chairperson when members present shall constitute a quorum.
- 7.3 The chairperson of U3A Stilbaai shall be the chairperson of the Annual or Special General Meetings at which he or she is present. If the Chairperson does not attend the meeting, the vice-chairperson will preside, if neither is present the members of the Committee who are present shall choose which one of them is to chair that meeting.
- 7.4 The business of the Annual General Meeting shall include:
  - 7.4.1 approving the minutes of the previous Annual General Meeting;
  - 7.4.2 receiving and approving the annual report of the chairperson;
  - 7.4.3 receiving and approving the financial statements for the preceding financial year;
  - 7.4.4 electing the members of the Committee for the forthcoming year;
  - 7.4.5 appointing an honorary auditor;
  - 7.4.6 considering any proposals to alter the Constitution;
  - 7.4.7 considering any other business as published in the agenda;

- 7.4.8 any other matters raised by members at the meeting.
- 7.5 A Special General Meeting of U3A Stilbaai may be convened by a resolution of the Committee or upon a requisition signed by 10% or more of the paid up membership, stating the purpose of the meeting. Such meeting should coincide with a regular meeting of members.
- 7.6 Voting on any matter at Annual or Special General Meetings shall be by show of hands unless otherwise agreed, the majority vote to prevail.

## **8. FINANCE**

- 8.1 The income and assets of U3A Stilbaai shall be applied solely within the powers of U3A Stilbaai. None of it shall be paid or transferred in any way to its Committee or members provided that nothing herein shall prevent the repayment of reasonable and proper out-of-pocket expenses to members or Committee members incurred in the course of the work of U3A Stilbaai.
- 8.2 A bank account shall be opened in the name of U3A Stilbaai, payments and withdrawals being made by the treasurer with checks and balances as instituted by the committee. Likewise, should internet banking be utilised, proper checks and balances will be instituted. Investments may be made, provided that the funds available for such investments are placed with registered financial institutions as defined in section 1 of the Financial Services Board Act (Act 97 of 1990).
- 8.3 The financial year of U3A Stilbaai shall end on the last day of December in each year. {See note below.]
- 8.4 All proper costs, charges and expenses incidental to the management and operation of U3A Stilbaai may be defrayed from its funds.
- 8.5 The Treasurer shall keep accounts of all the monies received and expended on behalf of U3A Stilbaai and shall prepare and publish such accounts, duly examined and approved by the honorary auditor and the Committee at the Annual General Meeting. All monetary transactions shall be made by the treasurer through properly authorised accounts in accordance with the directives of the Committee.

## **9. ASSETS**

- 9.1 Any assets of U3A Stilbaai shall be vested in trustees appointed for this purpose or where the appointment of trustees is inappropriate shall be deemed to be held jointly by all members of the Committee.
- 9.2 The Committee shall compile and maintain an Asset Register which shall reflect the nature of the asset, the value and the location.

## **10. LIABILITY**

- 10.1 Neither U3A Stilbaai nor the Committee nor any member of U3A Stilbaai shall incur any liability in respect of actions in good faith or in respect of liabilities incurred by or on behalf of U3A Stilbaai.
- 10.2 Neither U3A Stilbaai nor the Committee nor any member shall be chargeable or responsible for damage or loss caused by any thing or act done or omitted to be done by him/ her or any agent employed by him/her or by any member, provided reasonable supervision be exercised over any such agent, or by reason of any mistake or omission made in good faith by the Committee or any member or by reason of any other matter or thing other than wilful and individual fraud or wrongdoing or wrongful omission on the part of the Committee or any member who is sought to be made liable.

**11. AMENDMENTS TO THE CONSTITUTION**

11.1 The provisions of this Constitution may not be amended save on the passing of a resolution by a 66% majority of members present and voting at an Annual General Meeting or Special General Meeting of U3A Stilbaai, for which at least 14 days' notice stating the intention to propose and vote on such specified amendments shall have been given to all members.

**12. DISSOLUTION**

12.1 U3A Stilbaai may at any time be dissolved on the passing of a resolution by a 66% per cent majority of members present and voting at an Annual General Meeting or a Special General Meeting of U3A Stilbaai, for which at least 21 days' notice stating the intention to propose such a resolution shall have been given to all members.

12.2 On the dissolution of U3A Stilbaai and after the satisfaction of all debts and liabilities, the remaining assets must be distributed to a similar approved public benefit organisation or any institution, board or body which is exempt from tax in terms of Section 10(l)(Ca)(i) of the Income Tax Act (Act 58 of 1962), with preference being given to any other University of the Third Age in South Africa.

[Note: Section 8.3 amended to change end of financial year from 30 June to 31 December.]

18 June 2020