**CONSTITUTION**

As adopted at the 30th Annual General Meeting held on the 17 September 2018

1. **Name**

The name of the Association shall be “ANZ Pensioners’ Association UK” (The Association)

1. **Definitions**

 In this constitution:

 “The Bank”: means Australia and New Zealand Banking Group Limited and its subsidiaries.

“Member”: means a Full Member of the Association as defined in clause 4

“Associate Member”: means an Associate Member of the Association as defined in clause 4

1. **Objects**

 The objects of the Association shall be:

1. To assist and encourage contact and communication between the various groups of Members, individual Members and the Association.
2. To encourage social activities and to develop closer links for Members throughout the UK.
3. To assist in the management of any financial grants made by the Bank.
4. To liaise and co-operate with other bodies having similar objects of the Association to the benefit of all Members.
5. **Membership**

There shall be two classes of Members, namely: Full Members and Associate Members.

Full Members shall include:

1. Former employeesof the Bank (or any of its predecessors) who:
	1. Have retired from its service; or
	2. Have served a minimum period of seven years full-time service and are at or above the UK minimum retirement age; and
2. The widow or widower of such former employee.

Associate Member shall include:

1. All spouses of Full Members; and
2. Any other person connected with the Bank in the UK who the Committee may wish to become an Associate Member.

Only Full Members shall have full voting rights and shall be eligible for election to the Committee.

All Members (Full and Associate) of the Association have the right to attend all social functions organised by the Association.

A register shall be kept of all Members.

1. **Administration**

The Association is an unincorporated association and is independent of the Bank. The activities and management of the Association shall be undertaken solely by the Members.

1. **General meetings**

(a) The Annual General Meeting of Members of the Association shall be held once in every calendar year to transact the following business:

(i) To receive and, if approved, to adopt the Annual Report and Accounts to the end of the last preceding financial year;

(ii) To elect Members of the Committee;

(iii) To elect an Auditor;

(iv) To deal with any special matter of which not less than 14 days' notice has been given to the Committee prior to the date of the AGM.

b) An Extraordinary General Meeting of the Association may be called at any time by the Committee and shall be so called within forty-eight days of receipt by the Secretary of a requisition in writing signed by not less than fifteen Full Members stating the purpose for which such Meeting is desired and setting out any resolution which it is desired to propose thereat. No business shall be transacted at such Meeting other than that specified in the notice and no amendment to any resolution proposed at the Meeting shall be allowed. The Chairman of the Meeting shall be nominated by the Committee.

c) A notice convening any General Meeting shall, with the Annual Report and Accounts of the Committee (in the case of the Annual General Meeting), be sent to all Members not less than twenty-one days before the Meeting or be placed in the Newsletter sent to all Members. Such notice shall specify the business of the Meeting. Votes at a General meeting may be cast as follows:

1. Each Full Member who is present personally at the Meeting, or who shall have notified in writing the Secretary prior to the commencement of the Meeting of the appointment of another Full Member as his proxy, shall have one vote, except the Chairman who shall have a second or casting vote in the case of an equality of votes.
2. An Associate Member, whilst entitled to attend and speak at any General Meeting, shall not be entitled to vote.
3. A Full Member shall be entitled to appoint in writing another Full Member as his proxy, to speak and vote for him at a General Meeting. A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda.
4. Any resolution on which a vote is taken at any General Meeting shall be decided on a show of hands, save that on or before taking a vote in this way, it shall be open to either the Chairman of the Meeting or to at least five Full Members, present in person or represented by proxy, to demand that a poll is taken. In such event, each Full Member, present personally at the Meeting, or represented by proxy, shall have one vote.

d) Any resolution for consideration at any General Meeting must be received by the Secretary in time to be included in the notice of the meeting.

1. **Committee and Committee Members**

a) The patron of the Association shall be the Chief Executive Officer of the UK branch of the Bank.

b) The Committee of the Association shall be Full Members of the Association and consists of the following:

Chairman, Deputy Chairman, Treasurer, Secretary.

Committee Members shall be elected at the Annual General Meeting and shall hold office for the period of election and retiring at the end of the period of election. All Committee Members shall be eligible for re-election to the same office or another office at the end of their current period of election.

c) The business and affairs of the Association shall be managed by a Committee of Members of the Association consisting of the Chairman, Deputy Chairman, Treasurer, Secretary and not more than' six additional elected Full Members of the Association and any Full Members co-opted under the provisions of Subclause (g) below.

d) No person, other than a Member of the Committee retiring at the Annual General Meeting, shall (unless recommended by the Committee) be elected a Member of the Committee at the Annual General Meeting, unless there shall have been delivered to the Secretary in time to be included in the Notice of Meeting, a notice in writing signed by a Full Member of the Association, qualified to attend and vote at the Annual General Meeting, nominating such person for election, that person having also signed or otherwise indicated his willingness to be elected.

e) Five Members of the Committee shall form a quorum. The Committee shall meet from time to time as may be necessary.

f) The Chairman and three other Members of the Committee shall retire each year by rotation but shall be eligible for re-election.

g) The Committee may co-opt from among the Full Members of the Association, one or more persons to fill any casual vacancy(ies) which may occur in their number but any person(s) so co-opted shall retire at the Annual General Meeting next following his/their co-option and shall then be eligible for election.

h) The Committee may regulate its own proceedings as it may think fit but should meet at least three times per annum. No act or proceedings of the Committee, or any subcommittee thereof, shall be invalidated on the ground that a Member of the Committee (or a subcommittee thereof) was not qualified at, or had become disqualified at the date of, his or her appointment.

i) The Committee may appoint subcommittees to consider and report on any matter, and Members of such subcommittees need not necessarily be Members of the Committee. At least one Member of each subcommittee shall be a Member of the Committee.

1. **Regional Liaison Officers**

The Committee shall appoint Regional Liaison Officers (RLO's) who shall be responsible for furthering the aims of the Association in regional areas to be fixed by the Committee. Such RLO's shall report to the Committee.

1. **Alterations to Constitution**

a) Any proposal to alter the Constitution must be provided to the secretary in writing at least 28 days prior to the General Meeting of the Association.

b) The Constitution of the Association may be altered at, and only at, a General Meeting and at least twenty-one days' notice of any Meeting to consider a: proposed alteration shall be given to all Members. The notice shall state the proposed change or changes. In order to effect an alteration of a rule, two-thirds of the Full Members voting in person or by proxy at the Meeting shall vote in favour of the proposed change. No amendment to any proposed alteration shall be allowed.

1. **Finance**

a) The financial year shall end on 31st December of each year.

b) The Committee shall seek a grant from the Bank each year sufficient to cover its anticipated expenditure.

c) The income and property of the Association, and all money received by or on behalf of the Association, shall be applied solely towards the furtherance promotion and execution of the objects of the Association and no portion thereof shall be paid by way of dividend bonus or profit to any Member of the Association, provided that nothing herein expressed or contained shall prevent the payment in good faith of expenses to any Committee Members or other person or persons for services actually rendered by him or them to the Association.

d) All moneys payable to the Association shall be received by the Treasurer, or such bank as shall be appointed to receive the same. All funds belonging to the Association shall be deposited in a banking account in the name of the Association, and no sum shall be drawn from this account, except by bank transfer or cheques signed by such person or persons as the Committee shall direct. The Committee shall cause true accounts to be kept of the receipts, expenditures, assets, credits and liabilities of the Association and shall place before the Members of the Association at each Annual General Meeting properly audited Accounts and a Balance Sheet, made up to the end of the previous financial year.

e) Reasonable office, travelling and subsistence expenses incurred by Committee Members, RLO's and Members of the Association, or by any person duly authorised by the Association, may be paid by the Association.

1. **Liability for Loss**

Neither the Association nor any of its Members or Members of the Committee shall be liable or responsible for any loss suffered by any Member, resulting from any advice by any Member or Member of the Committee, except such as may result from bad faith. Members, Members of the Committee and RLO's are not permitted to give financial, legal or any other advice normally provided by a professional adviser or consultant.

1. **Dissolution**

A motion to dissolve the Association may only be made at an Extraordinary General Meeting to effect a dissolution at which at least three-quarters of the Members, actually present and voting at the Meeting, shall vote in favour of the dissolution. If a motion to dissolve the Association is carried by the said majority, any surplus funds, property, and assets of the Association remaining after satisfaction of all its debts and liabilities whatsoever will be transferred to an association or a charity with identical or similar objects, as decided by the Members present at the meeting. Failing that the assets will be applied for some other charitable purpose as decided by the Members present at the meeting.