

**CONSTITUTION OF THE BIRKDALE AND AINSDALE UNIVERSITY OF
THE THIRD AGE (USA) A MEMBER OF THE THIRD AGE TRUST AS AN
INCORPORATED ASSOCIATION, FORMALLY ADOPTED ON 1ST OF
DECEMBER 2013 AND AMENDED ON 23RD JUNE 2016 AND ON 24th
OCTOBER 2019**

1.NAME

The name of the U3A is Birkdale and Ainsdale U3 A hereafter referred to as TJ3 A'

2. ADMINISTRATION

Subject to the matter set out below the U3A and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 6 of the constitution.

3. OBJECTS

The objects of the U3A are:

- (i) To advance the education of the public and in particular the education of older people, no longer in full time gainful employment, in Birkdale, Ainsdale and the surrounding locality.
- (ii) The provision of facilities for leisure time and recreational activities with the object of improving the conditions of life for the above persons in the interests of their social welfare.

4. POWERS

In furtherance of the Objects but not otherwise, the Executive Committee may exercise the following powers:

- (i) Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee should not undertake any substantial trading activities and shall conform to any requirements of the law.
- (ii) Power to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Objects of the U3 A and to hold funds in trust for the same.
- (iii) Power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- (iv) Power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the U3 A.
- (v) Power to co-operate with other U3 A's, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them.
- (vi) Power to support any charitable trusts, associations or institutions formed for all or any of the objects.
- (vii) Power to appoint and constitute such advisory committees as the Executive Committee may think fit.

(viii) Power to organise, promote, run and participate in conferences, lectures, seminars, courses and other educational events.

(ix) Power to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos.

(x) Power to associate and collaborate with other U3 As, regional associations, networks and the Third Age Trust.

(xi) Power to do all such other lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

(i) Membership of the U3 A shall be open to individuals who are interested in furthering the work of the U3 A and who have paid the annual subscription as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting and any corporate body or unincorporated association which is interested in furthering the work of the U3 A and has paid any annual subscription provided that they agree to abide by this constitution and any conditions properly imposed by the Executive Committee.

(ii) Every individual member shall have one vote.

(iii) Each member organisation shall be entitled to receive notice of and attend General Meetings of the U3 A having appointed an individual to represent it and informed the Secretary of the details but shall have no voting rights.

(iv) The Executive Committee may and for good reason terminate the membership of any individual or member organisation if annual membership or other fees are unpaid three months after the due date or if the member acts in a way prejudicial to the U3A or to the running of the U3A or brings it into disrepute provided that the individual concerned or the appointed representative of the member organisation concerned shall have the right to be heard by the Executive Committee accompanied by a friend who may also speak or make written representation before a final decision is made.

6. EXECUTIVE COMMITTEE

The management of the U3 A shall be vested in an Executive Committee consisting of the members whose duty it shall be to carry out its general policy and to provide for the administration, management and control of the affairs and property of the U3 A.

(i) Honorary Officers

At the Annual General meeting of the U3 A the members shall elect from among themselves a Chairman, a Vice-Chairman, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting.

(ii) Executive Committee

The Executive Committee shall consist of not less than 5 and not more than 10 members being:

(a) the honorary officers specified in the preceding clause

(b) Not less than 1 and not more than 6 members elected at the Annual General Meeting whom shall hold office from the conclusion of that meeting.

- (iii) The Executive Committee may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.
- (iv) Persons who need not be members may be invited by the Executive Committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting.
- (v) Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership and such an appointee shall complete the term of service of the members he or she is replacing and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.
- (vi) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment election or co-option of a member.
- (vii) A member of the Executive Committee shall cease to hold office if he or she:
 - (a) Becomes incapable by means of illness or injury of managing and administering his/her own affairs.
 - (b) Is absent without the permission of the Executive Committee from 3 consecutive meetings and the Executive Committee resolve that his or her office be vacated.
 - (c) Is subject to a vote of no confidence from the Executive Committee as a result of actions which bring the U3A into disrepute or conduct prejudicial to the U3 A or failure to abide by the terms of this constitution or decisions of the Executive Committee.
 - (d) notifies in writing to the Executive Committee a wish to resign but only if at least four members of the Executive Committee will remain in office when the notice of resignation is to take effect which shall be at least 21 days from receipt of the notification.

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- (i) The election of members of the Executive Committee shall be held at the Annual General Meeting of the U3A.
- (ii) The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- (iii) Officers shall serve a period of 1 year and not more than 3 years. Retiring officers may stand for re-election. Committee members shall serve for a period of 1 year and not more than 3 years and can also stand for re-election.
- (iv) If insufficient nominations are received to fill the vacancies for Committee members, the Executive Committee may as a last resort appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present was willing to reconsider and put themselves forward as a candidate for one of the vacancies. A vote must be taken on this motion and must be carried by not less than two thirds of the members present for the request to be made.
- (v) In the event of no nominations being received for one or more of the Honorary Officer posts or no member of the newly elected committee being willing to take on one or more of the Officer positions a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next Annual General Meeting.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall hold at least 4 ordinary meetings each year.
- (ii) A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than seven days notice being given to other members of the Executive Committee of the matters to be discussed unless it concerns the appointment of a co-opted member in which case not less than twenty-one days notice must be given.
- (iii) The Chairman shall chair the meetings and in his or her absence the Vice Chairman shall take over or if he or she is also absent the Executive Committee shall choose one of their number to be Chairman of the meeting before any business is transacted.
- (iv) There shall be a quorum when at least three members of the Executive Committee are present at the meeting.
- (v) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- (vi) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committees and these minutes shall be available should a member request them.
- (vii) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this constitution.
- (viii) The Executive Committee may appoint sub-committees consisting of at least one member of the Executive Committee for the purpose of performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him/her or by any other Executive Committee member or by reason of any mistake or omission made in good faith by any Executive Committee member or by reason of any other matter other than wilful and individual fraud or wrongdoing or actions knowingly beyond the scope of a specific authority or limit thereon on the part of the Executive Committee member in question.

9. FINANCE

- (i) The funds of the U3A including all donations, contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the U3 A at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by ONE signatory of the Executive Committee i.e. Chairperson, Treasurer or Secretary.
- (ii) The funds belonging to the U3A shall be applied only to furthering the Objects.
- (iii) No funds shall be transferred in any way to Committee members provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of pocket expenses incurred in the course of U3A work.
- (iv) All proper costs, charges and expenses incidental to the management of the U3 A and membership

of the Third Age Trust may be defrayed from the funds of the U3 A.

10. PROPERTY

All property of the U3 A shall be applied solely towards the Objects of the U3 A. Ownership of property is vested in the U3A and items may with the agreement of the Committee be transferred on a temporary basis to a nominated member's home in pursuance of his/her designated role until such time as the member's tenure of office ceases or the Executive Committee request return.

11. ACCOUNTS

The Executive Committee shall comply with their legal obligations with regard to:-

- (i) The keeping of accounting records for the U3A.
- (ii) The preparation of annual statements of account for the U3A.
- (iii) The independent examination of the statements of account of the U3 A.

12. ANNUAL REPORT

The Executive Committee shall prepare an annual report which shall be available for inspection by the membership.

13. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of the U3 A which shall be held in the month of June in each year or as soon as practicable thereafter but not later than 14 months after the preceding Annual General meeting.
- (ii) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days notice of the Annual General Meeting to all members of the U3A. All members of the U3 A shall be entitled to attend and vote at the meeting.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of any Annual General Meeting.
- (iv) The Executive Committee shall present to each Annual General Meeting the report and accounts of the U3 A for the preceding year for approval.
- (v) The Executive Committee shall seek approval for the appointment of the examiner for the accounts.
- (vi) Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary by the commencement of the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (vii) Any proposals to amend the constitution, subject to clause 17, shall be considered at the Annual General Meeting and any other business published in the agenda.

14. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of the U3 A at any time and if at least 5

members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days notice shall be given. The notice must state the business to be discussed. There shall be a quorum when at least 20% of the total membership of the U3 A are present at any General Meeting.

15. PROCEDURES AT SPECIAL GENERAL MEETINGS

- (i) The Secretary or any other person appointed by the Executive Committee shall keep a full record of the proceedings at every General Meeting.
- (ii) There shall be a quorum when at least 20% of the total membership of the U3 A are present at any General Meeting.
- (iii) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened at the request of the members shall be dissolved. In any other case the meeting shall be adjourned to a time and place as directed by the Executive Committee.
- (iv) The Chairman of the U3 A shall be Chairman of the Special General Meeting at which he/she is present.
- (v) If there is a tied vote the Chairman will have a single casting vote.

16. NOTICES, COMMUNICATIONS AND PROCEDURES AT GENERAL MEETINGS

Notices of meetings, documents and other communications from the U3 A may be sent by electronic communication provided the U3A wishes to do so and the relevant members wish to receive them in this way and provide appropriate electronic addresses to the U3A. It is the responsibility of each member to notify the U3 A of any change of electronic address and to comply with any security and other procedures determined by the Executive Committee for such communications. A member may opt to return to hard copy communications at any time.

17. ALTERATIONS TO THE CONSTITUTION

- (i) Subject to the following provisions of this clause, the Constitution may be altered by the resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of a General Meeting must include notice of the resolution, setting out terms of the alteration proposed.
- (ii) No amendment may be made to clause 1, clause 3 (the Objects clause), clause 17 (the Dissolution clause) or this clause without the consent of the membership.

18. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the U3 A it shall call a meeting of all members of the U3A, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by at least two thirds majority of those present and voting, the Executive Committee shall have the power to realize any assets held by or on behalf of the U3A. Any assets remaining after the satisfaction of any proper debts or liabilities shall be given or transferred to other such local charitable institution or institutions having Objects similar to the Objects of the U3 A as members of the U3 A may determine or to the Third Age Trust registered Charity No. 288007. A copy of the statement of accounts for the final accounting period must be available for scrutiny.