



Constitution of the U3A Chelmsford (Registered Charity Number 1027234)

1. **Name**

The name of the charity shall be The U3A Chelmsford (in this Constitution called the U3A).

2. **Administration**

Subject to the matters set out below the charity and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee (hereinafter called the Committee) constituted by clause 5 of this Constitution.

3. **Objects and Powers**

3.1 Objects

The objects of the U3A are:

The advancement of education and, in particular, the education of older people and those who are retired from full time work by all means, including associated activities conducive to learning and personal development in Chelmsford and its surrounding locality.

3.2 Powers

In the furtherance of the above the Committee may:

(i) Purchase, take on lease or in exchange, hire and otherwise acquire, sell or dispose of real or personal property and any rights privileges which they may think necessary for the promotion of the Objects, subject to such consents as may be required by law.

(ii) Publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter.

(iii) Found and carry on schools and training courses, run lectures, seminars, conferences and courses.

(iv) Encourage and assist in the formation and operation of area and regional groupings of other U3As.



(v) Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of the U3A or any of them, and to hold in trust for the same.

(vi) Do all such lawful things as may be necessary for the attainment for the above Objects or any of them.

4 **Membership**

4.1 All persons interested in supporting the Objects of the Third Age Trust shall be admitted to membership at the approval of the Committee and upon payment of the annual subscription as determined by the Committee provided that they agree to abide by this Constitution and any conditions properly imposed by the Committee.

4.2 The Committee may terminate membership of any member if:

(i) there is any money owed to the U3A in respect of membership or other fees after the time elapse approved by the Committee, namely two (2) month's following the due date.

(ii) That member acts in a way that is prejudicial to the U3A or brings it into disrepute, PROVIDED THAT the individual concerned shall have the right to be heard by the Committee before a final decision is made.

5 **Management**

5.1 The management of the U3A shall be vested in the Committee whose duty it shall be to carry on the general policy of the U3A and to provide for the administration, management and control of the affairs and property of the U3A.

5.2 (i) the election of new members of the Committee shall take place at the Annual General Meeting of the U3A.

(ii) Elected members of the Committee shall serve for a period of three (3) years, in the first instance.

(iii) At the end of their first term of office retiring members may offer themselves for re-election for a further period of office, subject to 5.3(iv) below.

(iv) No member shall serve more than two (2) consecutive terms of office. Members, who have served two consecutive terms of office,

may offer themselves for re-election after an interval of three (3) years.

- 5.3 (i) The Committee shall consist of at least seven (7) and no more than ten (10) members, (excluding any co-opted members) including the Principal Officers, (Chairman, Vice-Chairman, Secretary, and Treasurer). The Principal Officers shall be appointed by the Committee at its first meeting which shall immediately follow the conclusion of the Annual General Meeting.
- (ii) Committee members may resign office by giving not less than twenty-one (21) days' written notice to the Secretary. The Committee has power to fill casual vacancies from the membership. Such an appointee shall hold office until the next Annual General Meeting and shall be eligible for re-election.
- (iii) Not more than two (2) ordinary members may be co-opted to the Committee: they shall have full voting rights and their term of office shall end at the next Annual General Meeting.
- (iv) Persons, who need not be members, may be invited by the by the Committee to serve because of their special expertise: they shall not have voting rights and their term of office shall expire at the next Annual General Meeting.
- 5.4 Nominations to the committee, duly agreed by the nominee shall be proposed and seconded and delivered to the Secretary by a date specified by the Committee.
- 5.5 (i) newly elected members of the committee shall assume office at the conclusion of the Annual General Meeting.
- (ii) The quorum for any Committee shall be four (4). There shall not be less than four (4) Committee Meetings a year.
- (iii) Special Committee Meetings may be called at any time by the Chairman, or by any two (2) members of the Committee upon seven (7) days' notice being given to all Committee members of all the matters to be discussed.
- (iv) The Committee may appoint sub-committees, the membership of any such sub-committee including at least two (2) Committee members, to which it may from time to time and for such times as it determines, delegate the transaction of such matters and the performance of such acts as it thinks fit and the Committee shall exercise supervision over the acts of such sub-committees. Subcommittees shall report back to the Committee as soon as possible on actions taken under delegated powers.



- (v) At Committee Meetings matters shall be decided by simple majority vote of the Committee members present. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- (vi) A trustees' meeting or a meeting of a committee of the trustees may be held in person or by suitable electronic means agreed by the trustees or the members of the committee (as the case may be) in which each participant may communicate with all the other participants.
- 5.6 The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any member of any Committee or sub-committee.
- 5.7 The Secretary shall ensure that minutes are kept of all Committee, subcommittee and Annual General Meetings.

6. Annual and Extraordinary General Meetings

- 6.1 The Annual General Meeting shall be held once in every year and not later than fifteen (15) months after the preceding Annual General Meeting. At least twenty-one (21) days' notice shall be given in writing to all members. A quorum shall be twenty percent (20%) of the paid up members. The business of the Annual General Meeting shall include:
 - (i) Receiving and approving the Annual Report
 - (ii) Receiving and approving the examined accounts
 - (iii) Electing the members of the Committee.
 - (iv) Appointing an Examiner for the accounts
 - (v) Considering proposals to alter the constitution subject to the requirements of Clause 10
 - (vi) Considering any other business which has been published in the Agenda.
- 6.2 An Extraordinary General Meeting of the U3A may be convened at anytime by a resolution of the Committee or upon a requisition, signed by twenty percent (20%) or more of the members, stating the object of the meeting . A meeting held on such requisition shall be called by the Secretary of the U3A, giving the other members fourteen (14) days' notice of such a meeting. There shall be a quorum of twenty percent (20%) of the members present.

- 6.3 The Chairman of the U3A shall be the Chairman of any Committee or General Meeting at which he/she is present. The Chairman of the meeting shall have the casting vote.
- 6.4 Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- 6.5 A general meeting (whether an annual general meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held using electronic means pursuant to this clause, such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting.
- 6.6 Where the committee determines that a general meeting is to be held by electronic means only such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means only.
- (i) For the purposes of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of the committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.
- 6.7 If the meeting is to be held solely by electronic means pursuant to clause 6.6, the place of the meeting shall be deemed to be the charity's registered office address.
- 6.8 Where a general meeting is to be held in person, the trustees may if they deem it appropriate set out a procedure in the notice of meeting which allows members to attend electronically if they so wish, and in such circumstances both members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.
- 6.9 Proceedings at a general meeting held by electronic means pursuant to clause 6.6, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 6.8, will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under clause 6.1 or 6.2 is able to join the meeting successfully.

6.10 Voting

- i By proxy: A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 6.11.
- ii Electronic balloting: Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the trustees may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.

6.11 Proxies

- (1) Proxies may only be validly appointed by notice in writing (a Proxy Notice) which:
 - i. states the name and address of the member appointing the proxy.
 - ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed.
 - iii. is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - iv. is delivered to the charity within 48 hours of the meeting.
- (2) The trustees may from time to time determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting.

7 Finance.

- 7.1 All the income and property of the U3A shall be applied solely towards the objects of the said U3A and none of it shall be paid or transferred in any way to its Committee members provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the said U3A (other than a Committee member) and repayment of reasonable expenses to members or Committee members incurred in the course of the work of the U3A. A bank or building society account shall be opened in the name of the U3A and withdrawals shall be made on the signature of two (2) Committee members, one of whom is a Principal Officer.
- 7.2 Notwithstanding the provisions of sub-clause 7.1, payments by electronic transfer of sums up to a limit authorised by the Committee may be made on the single authority of the Treasurer.
- 7.3 The U3A shall have the power to collect and accept donations, and to issue appeals for donations and to raise money by bequest and otherwise. Any money



raised may be received and retained by the U3A and be used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.

- 7.4 The financial year of the U3A shall end on 31st December in each year and, not more than eight (8) weeks later, the Annual General Meeting shall be convened for the purpose, inter alia, of receiving the Annual Report and examined accounts.
- 7.5 The Committee may appoint employees, either permanently or on a fixed term contract, who are not members of the Committee, as may from time to time be necessary for carrying out the work of the U3A and may fix their terms and conditions of employment. For purposes of employment law the Committee shall be the employer.
- 7.6 All proper costs, charges and expenses incidental to the management of the U3A and membership of the Third Age Trust may be defrayed from the funds of the U3A.
- 7.7 The Treasurer shall keep accounts of all moneys received and expended on behalf of the U3A and shall prepare and publish such accounts duly examined at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the committee.
- 7.8 No Committee member shall be chargeable or responsible for loss caused by anything or act done or omitted to be done by him/her or any agent employed by him/her or by any other Committee member, provided that reasonable supervision be exercised over such agent, or by reason of any mistake or omission made in good faith by any Committee member or by reason of any other matter or thing other than wilful fraud or wrong doing, or wrongful omission on the part of the Committee member who is sort to be made liable.

8 **Property**

Any property of the U3A shall be vested in the Trustees appointed for this purpose or, where the appointment of Trustees is not appropriate shall be deemed to be held jointly by all members of the Committee.

9. **Powers of the Committee**

All matters not provided for this Constitution relating to the U3A and not involving an amendment to this Constitution shall be dealt with by the Committee.



10. Alterations to the Constitution

The provisions of this Constitution, other than Clauses 1,3,11 and this Clause, may be amended with the assent of not less than sixty-six percent (66%) of the membership of the U3A present and voting at a General Meeting of the U3A. Twenty-one (21) clear days' notice shall be given to members stating the intention to put forward a resolution to make any such amendment. No amendment shall be made which would cause the U3A to cease being a charity.

11. Dissolution

The U3A may at any time be dissolved by a resolution passed by a three-quarters majority of those present and voting at an Extraordinary General Meeting of the said U3A, of which at least twenty-one (21) days' notice to put forward such a resolution shall have been sent to all members of the U3A. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of the U3A shall be transferred to the Third Age Trust Registered Charity No. 28807

12. Inter U3A Group Activities

- 12.1 At the discretion of the convenor, special interest groups of the U3A may be opened to members of other U3As in the Essex area.
- 12.2 Such visiting members must accept the rules of the special interest group. These may include subscription, refreshment fees, payments for speakers etc.
- 12.3 Where there are limits to the numbers that may be accommodated within a special interest group, members of the U3A shall have precedence over visiting members in filling new places that are or become available.

The changes to the Constitution were adopted for “The U3A Chelmsford” by members at the Annual General Meeting on Wednesday 10th February 2021.

Proposed: Lesley Wood
Seconded: Diane Brewer
Chairman: Maurice Van-Mellaerts