

CONSTITUTION OF THE UNIVERSITY OF THE THIRD AGE IN COVENTRY

1. Name

The name of the Group shall be **Coventry U3A** and it shall be constituted as an unincorporated Association.

2. Objects

Changed, by unanimous vote by members at AGM 2nd May 2018 to:.

“The Charitable Purpose of Coventry U3A is 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 Coventry and the surrounding area.”

3. Membership

All persons interested in supporting the objectives of The Third Age Trust shall be admitted to membership providing they agree to abide to this constitution and any conditions of membership properly imposed by the group.

4. Management

4.1 The Management of the Group shall be invested in a **Committee** consisting of 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 Group. The Committee shall consist of the following:-

[i] at least **five** and not more than **ten** persons excluding those who are co-opted;

[ii] not more than **two** ordinary members co-opted by the Committee

4.2 The election of members to the Committee shall be held at the Annual General Meeting of the Group. **Nominations** shall be in writing and delivered to the Secretary. Nominations shall close during the Annual General Meeting at a time decided and announced by the Secretary.

4.3 Ordinary members at the Annual General Meeting shall elect from the ten elected Committee Members the officers. Namely the **Chair, Vice-Chair, Secretary and Treasurer.**

Committee Members shall not seek re-election for a year after completing their term of office. However -

The Officers and six Committee Members may extend their term of office from three to four years if a vacancy exists after nominations for new Committee members have been received.

The Secretary and Treasurer have the opportunity of retaining these offices until such time as they wish to resign, giving **three months' notice** of their resignation if possible.

The Officers and Members of the Committee shall take office at the first meeting of the Committee after the Annual General Meeting and there shall be at least four Committee Meetings a year.

- 4.4 Special Committee meetings may be called at any time by the Chair or by two members of the Committee upon seven days' clear notice being given to all the other Committee members of all the matters to be discussed.
- 4.5 At Committee meetings matters shall be decided by a simple majority of votes of the committee members present. In the case of an equality of votes the chair shall have a casting vote. The **quorum** for any committee meeting shall be **three** or **one third** of the Committee, whichever is the greater.
- 4.6 The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any Committee member.
- 4.7 Any Casual vacancy in the Committee may be filled by a member appointed by the Committee.
- 4.8 The members of the Committee [including members co-opted by the Committee and any members appointed by the Committee to fill casual vacancies] shall hold office until the first meeting of the Committee after the next Annual General Meeting.
- 4.9 The Committee may appoint sub-committees to which it may from time to time, and for such time as it determines, delegate such of its functions and powers as it thinks fit. Sub-committees shall report back to the Committee as soon as possible on actions taken under delegated powers. No expenditure shall be incurred by any sub-committee on behalf of the Group without prior consent of the Committee.
- 4.10 The Secretary shall keep **minutes** of the Committee Meetings.

5. Meetings

5.1 The financial year of the Group shall end on 31st March in each year and a General Meeting of members of the Group shall be convened as soon thereafter as possible for the purpose of:

- [i] receiving the **Annual Report** and the **Accounts** of the Group;
- [ii] electing the committee for the ensuing year and
- [iii] to consider any other business as may be necessary.

At least **twenty-one** clear days' notice shall be given in writing by the Secretary to the members. There shall be a **quorum** when **one tenth** of the members or ten members, whichever is the greater, are present.

5.2 A **Special General Meeting** of the Group may be convened at any time by a resolution of the committee or upon a requisition signed by one-fifth or more of the members of the Group stating the object of the meeting. A meeting held on the requisition shall be called by the Secretary of the Group, and the Secretary shall give to the other members **fourteen days'** notice of such a meeting. There shall be a **quorum** when **five** members are present.

5.3 The Chair of the Group shall be the Chair of any Committee or General Meeting at which they are present. In their absence the Committee shall elect a Chair. The Chair of the meeting shall have a casting vote.

5.4 Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.

6. Finance

6.1 All the income and property of the Group shall be applied solely towards the objects of the Group and no portion thereof shall be paid or transferred in any way to any committee member of the Group provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Group [**other than a Committee Member**] and repayment of out-of-pocket expenses to members or Committee Members incurred in the course of the work of the Group.

6.2 Any money raised or received may be retained by the Group and used at the discretion of the Committee of the Group. No form of permanent trading shall be undertaken in the raising of funds.

6.3 The committee may appoint employees not being members of the Committee as may from time to time be found necessary for carrying out the work of the Group and may fix their duties and remunerations.

6.4 All proper charges and expenses incidental to the management of the Group may be defrayed out of the funds of the Group.

- 6.5 The Treasurer shall keep accounts of all moneys received and expended on account of the group and shall present such accounts at the Annual General Meeting.
- 6.6 No Committee Member shall be chargeable or responsible for loss caused by anything or act done or omitted to be done by them or any agent employed by them or by any other Committee member thereof although the employment of such agent was strictly not necessary or expedient or by reason or any mistake or omission made in good faith by any Committee member hereof or by reason of any other matter or thing other than wilful and individual and fraud or wrongdoing on the part of the committee member who is sought to be made liable.

7. Powers of the Committee

All matters not provided for in this Constitution relating to the Group and not involving an amendment to the Constitution may be made by the Committee.

8. Alterations to the Constitution

The provisions of this Constitution other than clauses 2,9 and this clause may be amended with the assent of not less than two-thirds of the members of the Group present and voting at a General Meeting of the Group. Twenty one clear days' notice should be given to the Group stating the intention to put forward such a resolution. No amendment shall be made which would cause the Group to cease to be a charity.

9. Dissolution

The Group may at any time be dissolved by a resolution passed by three-quarters majority of those present and voting at a meeting of the Group of which twenty-one clear days' notice stating the intention to put forward such a resolution shall have been sent to all members of the Group. If any assets remain after the satisfaction that all debts and liabilities, such property held by or in the name of the Group shall be transferred to such charitable institution or institutions having objects similar to the Group as the Group shall decide.

This document incorporates all amendments made to the Constitution of the Coventry U3A, which was originally drawn up on 19th February 1986.

Signed by...Andy Walmsley..... Chair 2nd May 2018