

Constitution of Dulwich and District U3A Charitable Incorporated Organisation (CIO)

The trustees are proposing a resolution at the AGM to make changes to the constitution as detailed in this document. The changes have been approved by the Third Age Trust. This document details amended clauses except where the only change is due to renumbering of clauses or sub-clauses. Changes to the text are in bold blue type; comments about the reason for the changes are in blue italic type. The full text of the constitution, for both the current and the proposed new versions, is available on our website. **Note that these amendments are the same as those agreed at the 2021 AGM which the trustees were not able to register with the Charities Commission as they were unaware of the strict timetable for submission.**

Amendments to constitution and Appendix (Rules):

26th May 2022

The following changes to be voted on at Annual General Meeting:

- changes to clause 2 and sub-clauses 9(4)(iv), 10(1), 11(1), 11(3)(c)(vi), 11(4), 20(2), 21(1), 25(3);
- addition of new clause 14 and new sub-clauses 9(4)(iii), 11(3)(c)(v), 11(3)(d), 11(5)(g), 11(6)(c), 12(5), 19(2)(b) and 19(3) with following clauses/sub-clauses appropriately renumbered and any cross-references updated;
- Appendix renamed Rules; old clauses 2 and 3 replaced by new clause 2; change to clause 3;
- all changes refer to the clause numbers after any renumbering.

2. Location of principal office

The principal office of the CIO is in England, at ~~23 Woodwarde Rd, London, SE22 8UN~~ **Rosebery Lodge, Dulwich Park, Dulwich Common, London SE21 7EX.**

All CIOs must supply an address. Old address: previous Secretary. New address: Rosebery Lodge.

9. Membership of the CIO

(4) Termination of membership

(a) Membership of the CIO comes to an end if:

- (iii) any sum of money relating to membership fees owed by the member to the CIO is not paid in full within six weeks of its falling due; or**

When this constitution was adopted the renewal period was changed from 2 months to 3 months without realising that this would present administrative problems. A renewal period of 6 weeks is proposed to ensure that in future only those members who have renewed their subscription for the current year will be eligible to attend and vote at the AGM.

- (iv) any other sum of money owed by the member to the CIO is not paid in full within three months of its falling due; or**

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of the CIO may be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

This corrects a typographical error referring to non-existent sub-clause (4).

11. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13 **and officers as required under clause 14.**

This is to bring the constitution in line with current practice.

Other general meetings of the members of the CIO may be held at any time.

A general meeting of any type may be held either to allow attendance in person or in exceptional circumstances to allow attendance by electronic means only. The charity trustees must agree suitable electronic means in which each participant may communicate with all the other participants either directly or through the chair. For the purposes of this clause 'exceptional circumstances' means circumstances which in the reasonable opinion of the charity trustees render it impossible to hold an effective meeting in person. For a meeting held solely by electronic means, the place of the meeting shall be deemed to be the CIO's principal office address.

As recommended by National u3a for online meetings.

(3) Notice of general meetings

(c) The notice of any general meeting must:

(v) give particulars of how to exercise a proxy vote in accordance with sub-clause (7) of this clause;

The constitution allows for proxy voting so members need to be told how to do this.

(vi) include, with the notice for the AGM, **the following:**

- the annual statement of accounts,
- **the** trustees' annual report,
- details of persons standing for election or re-election as trustee,
- **details of persons standing for election or re-election as officers (chair, secretary, treasurer),**

This is to bring the constitution in line with current practice and new clause 14

or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.

- (d) Where the trustees determine that a general meeting is to be held using electronic means pursuant to sub-clause (1) of this clause:
- (i) such determination shall be set out in the notice of any general meeting, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means.
 - (ii) the notice of any general meeting must set out the details of how a member may participate in the meeting and of any electronic balloting mechanism to be used in the meeting.

As recommended by the National u3a for online meetings

(4) Chairing of general meetings

The person **appointed** as chair under clause **14 (Appointment of officers of the CIO)** shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, **the person appointed as vice chair under clause 14 shall, if present at the general meeting and willing to act, preside at the meeting.** Otherwise, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

Changed to match D&Du3a current practice.

(5) Quorum at general meetings

- (g) **Proceedings at a general meeting held by electronic means pursuant to sub-clause (1) of this clause will not be invalidated due to technical difficulties which prohibit some members from joining such meeting electronically, so long as a sufficient number of members to form a quorum is able to join the meeting successfully.**

As recommended by the National u3a for online meetings

(6) Voting at general meetings

- (c) **Where a meeting is to be held by electronic means, the charity trustees may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote.**

As recommended by the National u3a for online meetings

12. Charity trustees and officers of the charity

(5) Officers of the CIO

The CIO shall have the following officers: a chair, a vice chair, a secretary and a treasurer. All officers must be charity trustees of the CIO. An individual may serve in only one officer role at a time.

Added to match D&Du3a current practice.

14. Appointment of officers of the CIO

This new clause is to document D&Du3a current procedures for the appointment of officers. Currently the parts of the constitution dealing with chairing general and trustee meetings do not reflect our practice or the contents of the 'Rules' appendix.

- (a) **No-one may hold any specific officer position for a continuous period in excess of three years without an interval of at least one year between the periods of service.**

- (b) All officers shall be elected annually but may be re-elected subject to the provisions in sub-clause (a) of this clause.
- (c) Appointment of chair, secretary and treasurer: these officers shall be appointed by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting shall be filled as provided in sub-clause (f) of this clause.
- (d) After each annual general meeting a vice chair shall be appointed by the trustees from among their number.
- (e) An officer ceases to hold office if they:
 - (i) ceases to be a charity trustee under clause 16; or
 - (ii) retires from the office by notifying the CIO in writing.Any vacancy so created shall be filled as provided in sub-clause (f) of this clause.
- (f) The charity trustees may at any time fill an officer vacancy by appointing to that role someone from among their number, or from the membership, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded.

19. Delegation by charity trustees

All references to 'committee' replaced by 'sub-committee' to avoid any confusion with the Trustees' Executive Committee.

- (1) The charity trustees may delegate any of their powers or functions to a **sub-committee** or **sub-committees**, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - (a) a **sub-committee** may consist of two or more **members of the CIO**, but at least one member of each **sub-committee** must be a charity trustee;
This reflects our current practice that sub-committee members are members of D&Du3a.
 - (b) **the quorum for a sub-committee is at least two, including at least one charity trustee;**
It seems prudent to have this requirement
 - (c) the acts and proceedings of any **sub-committee** must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (d) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- (3) **A meeting of a sub-committee may be held in person or by suitable electronic means agreed by the members of the sub-committee in which each participant may communicate with all other participants.**

As recommended by the National u3a

20. Meetings and proceedings of charity trustees

(2) Chairing of meetings

The person appointed as chair under clause 14 (Appointment of officers of the CIO) shall chair trustee meetings. If no-one has been so appointed, or if the person appointed is not present within 10 minutes after the time of the meeting, the person appointed as vice chair under clause 14 shall, if present, chair the meeting. Otherwise, the charity trustees present may appoint one of their number to chair that meeting.

Changed to match D&Du3a current practice.

21. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a sub-committee of charity trustees, or of a delegated sub-committee under clause 19 shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees and sub-committee members at a quorate meeting.

To clarify that this applies to sub-committees which may have members who are not trustees.

25. Minutes

The charity trustees must keep minutes of all:

(3) meetings of the charity trustees, sub-committees of charity trustees or delegated sub-committees under clause 19 including:

- the names of the trustees and any others present at the meeting;
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions;

To clarify that minutes must be kept for meetings of sub-committees with members who are not trustees

Appendix – ~~Procedures~~ **Rules** for the Trustees of Dulwich & District U3A

Clause 27 of the constitution and Clause 6 of the appendix both refer to Rules not Procedures.

2. ~~Appointments~~

~~After each AGM of the CIO, the trustees shall ratify the appointment of the following Officers elected by the members as in Appendix clause 4: a Chair, a Secretary and a Treasurer. The trustees shall also appoint from among their number a Vice Chair. In the event that any officer role remains unfilled at the AGM the trustees shall appoint to that role from among their number, or from the membership, providing that the number of trustees does not exceed the maximum of 15.~~

This clause no longer required as appointments of officers now included in clause 14 of main constitution.

3. ~~Limit on periods of service of Officers~~

~~The maximum length of service in each Officer role is three years. The role of Treasurer may be extended to a maximum of six years with the agreement of the trustees.~~

This clause no longer required as periods of service now included in clause 14(a) of main constitution.

2. **Trustees' Executive Committee**

The charity trustees form the Trustees' Executive Committee of the CIO. The "Executive Committee" or "the committee" or "the TEC" means the same as the "Trustees' Executive Committee" or "the charity trustees". A "committee member" means a charity trustee of the CIO.

To document all the terminology used in D&Du3a.

3. *Nomination and election of officers and trustees*

Prior written nomination of any candidate for appointment as an officer or a trustee at an annual general meeting shall normally be required, made by a proposer and seconder from amongst the membership of the CIO (not being themselves trustees), to be in the hands of the secretary of the CIO at least **28** days before the meeting. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. Otherwise nominations of candidates and the conduct of voting shall be as determined by the trustees. However, if there are insufficient candidates standing for the vacancies, the Chair may invite any willing member present to agree to stand. A vote must be taken and carried by a simple majority for such an appeal for volunteers at the meeting to be permitted. Any willing candidate may then offer themselves and be proposed to the meeting for appointment in accordance with the constitution.

The current requirement for nominations to be with the secretary at least 14 days before the meeting is clearly not compatible with the requirement under clause 11(3) to send out notices for the AGM (including nominations) at least 14 days before the meeting. The period was 28 days in the constitution prior to November 2019.