

CONSTITUTION OF DUNDEE U3A, AN UNINCORPORATED MEMBERS ASSOCIATION, A SCOTTISH CHARITY AND A MEMBER OF THE THIRD AGE TRUST

THIS IS A CHARITY UNDER THE LAW OF SCOTLAND, REGISTERED ON THE SCOTTISH CHARITY REGISTER.

1 NAME

The name shall be Dundee U3A hereinafter referred to as 'The U3A'

2 CHARITABLE PURPOSE

The Charitable Purpose of The U3A is the advancement of education, and in particular the education of older people who are retired from full time work, by all means, including associated activities conducive to learning and personal development, in Dundee and its surrounding locality.

3 POWERS

3.1 The U3A may:

- a. purchase, take on lease, exchange, hire, sell or dispose of assets;
- b. acquire any rights and privileges considered necessary to support the Charitable Purpose;
- c. publish books, pamphlets, reports, leaflets, journals, photographs, videos and instructional materials;
- d. establish and maintain activity groups, courses and talks;
- e. associate and collaborate with other U3As, groupings of U3As and The Third Age Trust;
- f. receive subscriptions, donations, endowments, grants, sponsorship and legacies from persons desiring to promote the Charitable Purpose;
- g. undertake such lawful activities as may be necessary for the attainment of the Charitable Purpose.

3.2 All matters not provided for in this constitution relating to The U3A shall be dealt with by the Committee.

4 MEMBERSHIP

4.1 All persons interested in participating in and furthering the work of The U3A shall be admitted to membership upon payment of the annual subscription as determined by the Committee and approved by the membership at the Annual General Meeting 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:

- a. there is any money owed to The U3A in respect of membership or other fees after the period of grace;
- b. that member acts in a way which is prejudicial to The U3A or brings it into disrepute. The individual concerned shall have the right to be heard by the Committee. The Committee will send notification of its decision, in writing, to the member within seven days. The member shall have the right to appeal.

4.3 Honorary Membership may be bestowed upon a member who has given exceptional service to the U3A. Nominations for Honorary Membership, supported by at least two members, may be submitted to the Committee for its consideration.

5 MANAGEMENT

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

5.1

- a. The Committee shall consist of at least five and not more than ten members, excluding those who are co-opted, comprising the Principal Officers (Chairman, Vice-chairman, Secretary, Membership Secretary and Treasurer) and non-Officer members. All Committee Members shall be elected annually at the Annual General Meeting and shall be eligible to serve for a period of one year. An individual may only serve in one Officer role at a time.
- b. Nominations to the Committee, duly agreed by the nominee, shall be proposed and seconded from amongst the membership of The U3A (not being themselves Principal Officers) and delivered to the U3A Secretary no later than 28 days prior to the Annual General Meeting.
- c. In the event of no nominations being received for any of the Principal Officer posts the outgoing Officers may be invited to stay in post until the next Annual General Meeting.
- d. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. If there are insufficient candidates standing for the vacancies, the Chairman may appeal for any willing member present to agree to stand. The candidate may then be proposed and seconded for the vacancy and a vote taken.
- e. The newly elected Committee shall take office at the conclusion of elections.

5.2

- a. Not more than two Committee Members may be co-opted to the Committee. They shall have full voting rights and their term of office shall expire at the next Annual General Meeting.
- b. Committee members may resign office by giving not less than twenty-one days notice in writing to the Secretary or Chairman. The Committee has the power to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member he or she is replacing.
- c. There shall not be less than four Committee meetings a year.
- d. A committee meeting may be held by suitable electronic means agreed by the committee in which each participant may communicate with all the other participants.
- e. The quorum for any Committee meeting shall be four Committee members or one-third of the Committee whichever is the greater.
- f. The Chairman shall chair the meetings and in his absence a Vice-Chairman shall take over or, if there is no Vice-Chairman present, the Committee shall choose one of their number to be Chairman of the meeting before any business is transacted.
- g. At Committee meetings matters shall be decided by a majority of votes of all Committee members. In the event of an equality of votes the Chairman shall have a casting vote.

5.3 Special Committee meetings may be called at any time by the Chairman or by any two members of the Committee upon not less than seven days notice being given to all Committee members of the matters to be discussed.

5.4 The Committee may appoint sub-committees for the purpose of performing any function or duty which it considers necessary. The Committee shall exercise supervision over the proceedings and acts of such sub-committees. Sub-committees shall report back as and when instructed by the Committee on actions taken under delegated powers.

5.5 The proceedings of the Committee shall not be invalidated by any mistake or omission in the appointment, election or co-option of any member of the Committee or sub-committee.

5.6 No Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by reason of any mistake or omission made in good faith.

5.7 The Secretary shall ensure that minutes are kept of all Committee Meetings.

6 ANNUAL AND GENERAL MEETINGS

6.1 Annual General Meetings

- a. There shall be an Annual General Meeting of The U3A to be held on such date as the Committee may determine not later than 15 months after the preceding Annual General Meeting and within eight weeks of the end of the Financial Year.
- b. At least 21 days notice of the Annual General Meeting shall be given in writing to all members of The U3A. The notice shall specify the business of the meeting. All members of The U3A shall be entitled to attend and vote.
- c. The business of the Annual General Meeting shall include:
 - (i) Receiving Annual Reports from the Chairman, Treasurer and Membership Secretary;
 - (ii) Receiving and approving the audited accounts;
 - (iii) Electing a Chairman, Vice-Chairman, Secretary, Membership Secretary, Treasurer and other Committee members. Should nominations exceed vacancies for any of the Committee positions a ballot will take place;
 - (iv) Appointing an Independent Examiner for the accounts who is not a member of The U3A;
 - (v) Proposals to amend the constitution, subject to the conditions of clause 10;
 - (vi) Considering any other business which has been set out in the Agenda.

6.2 Extraordinary General Meetings

An Extraordinary General Meeting of The U3A may be convened at any time by the Committee or upon a petition by 20% or more of members stating the business to be discussed. This meeting shall be called by the Secretary of The U3A giving 21 days notice.

6.3 Notices, Communications And Procedure At General Meetings

- a. Accidental omission to give notice to any member of any General Meeting shall not invalidate the proceedings.
- b. There shall be a quorum when at least 15% of members are in attendance but if within half an hour of the appointed time a quorum is not present, the meeting shall be dissolved and adjourned. A new date shall be arranged with 21 days notice given to all members of The U3A. If, at this meeting, a quorum is not present, members present shall be a quorum.
- c. The Secretary or other person specially appointed by the Committee shall keep a record of proceedings at General Meetings of The U3A.
- d. The Chairman of The U3A shall be the Chairman of any General Meeting. In the absence of the Chairman, the Vice-Chairman shall chair the meeting. In the absence of both Chairman and Vice-Chairman the Committee members present shall have the power to elect a Chairman from Committee members present.
- e. If there is a tied vote the Chairman of the meeting shall have a casting vote.

6.4 Online and hybrid general meetings

- a. 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 committee in which each participant may communicate with all the other participants either directly or through the Chair. Where

the committee 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.

- b. 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.
- c. 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.
- d. Where a general meeting is to be held in person, the committee 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.
- e. Proceedings at a general meeting held by electronic means pursuant to clause 6.4.a, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 6.4.d, 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 6.3.b are able to join the meeting successfully.
- f. 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 committee 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.

6.5 Online Committee meetings

A meeting of the committee may be held in person or by suitable electronic means agreed by the members of the committee in which each participant may communicate with all the other participants.

7 FINANCE

7.1 The financial year of The U3A shall end on March 31st.

7.2 Funds shall be paid into a bank or building society account in the name of The U3A. Only members of the Committee may authorise transactions on any of The U3A’s accounts. Two signatories shall be required to authorise all withdrawals. All monetary transactions shall be made through properly authorised accounts in accordance with the directions of the Committee.

7.3 The Committee shall determine the financial controls and procedures to be followed by The U3A subject to the conditions of Section 8.

7.4 All the income and property of The U3A shall be used solely for the charitable purposes.

7.5 No payment shall be paid or transferred to Committee members except for reimbursement of reasonable and proper out of pocket expenses incurred in the course of duties undertaken on behalf of The U3A.

7.6 All expenditure incurred in the management of The U3A including Third Age Trust subscriptions will be paid from the funds of The U3A.

7.7 The U3A may accept, and appeal for, donations and raise money by other means.

7.8 The Treasurer shall keep accounts of all monies received and expended on behalf of The U3A and shall prepare and publish such audited accounts at the Annual General Meeting.

8 ACCOUNTING AND REPORTING

The Committee shall comply with its obligations under charity law, and observe time limits in the case of obligations to file items with OSCR, with regard to:

- a. the keeping of accounting records for The U3A and submission to OSCR.
- b. the preparation of annual statements of account and a trustees' report for The U3A.
- c. the audit or independent examination of the statements of account of The U3A.

9 PROPERTY

- a. All property of and held on behalf of The U3A shall be utilised in accordance with charity law.
- b. Title to any property shall be held on behalf of The U3A in such manner as permitted by charity law.

10 ALTERATION TO THE CONSTITUTION

- a. Subject to the following provisions of this clause, the constitution may be amended and approved by not less than two thirds of the members present and voting at a General Meeting.
- b. Whilst The U3A is a charity under the law of Scotland:
 - (i) No amendment may be made to clause 2 (the Charitable Purpose) or clause 11 (dissolution) without the prior consent of OSCR;
 - (ii) The U3A may not dissolve without the prior consent of OSCR;
 - (iii) The U3A must ensure OSCR is notified of any change to this constitution and any other notifiable matter as required by section 17 of the Charities and Trustee Investment (Scotland) Act 2005.
- c. No amendment may be made which would have the effect of making The U3A cease to be a charity under the law of Scotland.
- d. The Committee shall ensure a copy of any amendment made under this clause is promptly sent to OSCR.

11 DISSOLUTION

The U3A may at any time be dissolved by a resolution passed by three-quarters of those present and voting at an Extraordinary General Meeting convened for this specific purpose. At least twenty-one days notice of such a meeting, stating its purpose, shall be notified to all members of The U3A. If any assets remain after the settlement of all debts and other liabilities, such assets shall be transferred to "The Third Age Trust", Registered Charity No.288007.

12 CONSTITUTIONAL AUTHORITY

This constitution was adopted by the membership at the AGM held on 19 April 2021 and supersedes all previous constitutions and practices.

I certify that this is a true copy

Signed

Chairman of the meeting

Date of Certification
