

CONSTITUTION

of the

EALING AND DISTRICT UNIVERSITY OF THE THIRD AGE [U3A]

A member of the Third Age Trust as an Unincorporated Association

1. NAME

The name shall be the Ealing and District U3A (in this Constitution called, "the U3A")

2. OBJECTS and POWERS

2.1 OBJECTS

The Charity's Object ("the objects") 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 Ealing and surrounding district.

2.2 POWERS

- (i) In furtherance of the above, the U3A may purchase, take on lease or in exchange, hire and otherwise acquire and sell or dispose of real or personal property and any rights and privileges which the U3A 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 and 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 funds in trust for the same.
- (vi) Do all such other lawful things as may be necessary for the attainment of the above Objects or for any of them.

3. MEMBERSHIP

3.1 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 either by the Committee or the membership at the Annual General Meeting provided they agree to abide by this Constitution and any conditions properly imposed by the Committee.

3.2 The Committee may terminate membership of any member if: there is any money owed to the U3A in respect of membership or other fees for a period of two months after becoming due, or that member acts in a way which 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.

4. MANAGEMENT

The management of the U3A shall be vested in a Committee 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 U3A.

4.1

- (i) The Committee shall consist of seven members including the officers (Chairman, Vice-Chairman, Secretary and Treasurer). The Officers of shall be appointed by the Committee at their first meeting.
- (ii) In addition, 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 expire at the next following annual general meeting.
- (iii) Persons who need not be members may be invited by the Committee to serve because of their special expertise; they shall not have voting rights and their term of service shall expire at the next following annual general meeting.

4.2 The election of members of the Committee shall be held at the annual general meeting of the U3A.

- (i) Nominations to the Committee duly agreed by the nominee shall be proposed and seconded at the annual general meeting or delivered in writing to the Secretary in advance.
- (ii) The newly elected committee shall take office at the conclusion of the Annual General Meeting.
- (iii) There shall be no less than four (4) committee meetings a year.
- (iv) Officers shall serve for a maximum period of three years. Retiring officers may stand for re-election provided that no-one may hold the office of Chairman or Vice-Chairman for more than three consecutive years without an intervening period of at least one year, except that a retiring Vice-Chairman may stand immediately for the post of Chairman.
- (v) Committee members may resign office by giving not less than twenty-one (21) days notice in writing to the Secretary or the Chairman. The Committee has powers to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election.
- (vi) At committee meetings matters shall be decided by a simple majority of votes of committee members present. In the case of equality of votes, the motion shall fail.
- (vii) The quorum for any committee meeting shall be three (3).

4.3 Special committee meetings may be called at any time by the Chairman or by any two members of the committee upon seven days' notice being given to all the committee members of all the matters to be discussed.

4.4 The committee may appoint sub-committees to which it may from time to time and for such time 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 proceedings and acts of such sub-committees. Sub-committees shall report back to the committee as soon as possible on actions take under delegated powers.

- 4.5 The proceedings of the committee shall not be invalidated by any defect in the appointment, election or co-option of any members of the committee or sub-committee.
- 4.6 The Secretary shall ensure that Minutes are kept of all sub-committees, committee and general meetings.

Online Trustees' Meetings

- 4.7 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. ANNUAL AND SPECIAL GENERAL MEETINGS

- 5.1 At least twenty-one (21) days' notice of the Annual General Meeting shall be given in writing to all members of the meeting held not later than twelve weeks after the end of the U3A financial year (see clause 6.3). Accidental omission to give Notice to any member shall not invalidate the proceedings of any General Meeting. A quorum shall be one-fifth 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 Annual Accounts;
- (iii) electing the members of the committee;
- (iv) appointing an auditor of the accounts;
- (v) considering proposals to alter the constitution subject to the requirements of Clause 9, and
- (vi) considering any other business which has been published in the Agenda.

- 5.2 A Special General Meeting of the U3A 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 stating the object of the meeting. A meeting held on such a requisition shall be called by the Secretary of the U3A giving the other members fourteen days' notice of such a meeting. There shall be a quorum of one-fifth of members present.
- 5.3 The Chairman of the U3A shall be the Chairman of any committee or General Meeting at which he/she is present. In his/her absence the members shall elected a Chairman for the meeting.

Online and hybrid general meetings

- 5.4 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 a meeting.

- 5.5 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.
- 5.6 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 a combination of meeting in person and through electronic means.
- 5.7 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.
- 5.8 If the meeting is to be held solely by electronic means pursuant to clause 5.5 the place of the meeting shall be deemed to be that charity's registered office address.
- 5.9 Proceedings at a general meeting held by electronic means pursuant to clause 5.5 or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 5.7 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 5.1 are able to join the meeting successfully.
- 5.10 **Voting**
- (a) *By proxy*
A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 5.11 below.
- (b) *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.
- 5.11 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 a manner as the trustees may determine and
- (iv) is delivered to the charity in advance of the general meeting.

5.12 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.

6. FINANCE

6.1 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 the 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 and proper out-of-pocket 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 committee members, at least one of whom is a principal officer.

6.2 The U3A shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest and otherwise. Any money raised and received may be 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.

6.3 The financial year of the U3A shall end on 31 December in each year and not more than twelve weeks later the Annual General meeting shall be convened for the purpose of receiving the Annual Report and Audited Accounts.

6.4 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 the purposes of employment law the committee shall be the employer.

6.5 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.

6.6 The Treasurer shall keep accounts of all the monies received and expended on behalf of the U3A and shall prepare and publish such accounts duly audited at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the committee.

6.7 No committee member shall be chargeable or responsible for loss caused by any thing 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 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 willful and individual fraud or wrongdoing or wrongful omission on the part of the committee member.

7. PROPERTY

Any property of the Ealing and District U3A shall be vested in Trustees appointed for this purpose, or where the appointment of Trustees is not appropriate shall be deemed held jointly by the members of the committee.

8. POWERS OF THE COMMITTEE

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

9. ALTERATION TO THE CONSTITUTION

The provisions of this Constitution other than Clauses 2 and 10 and this clause may be amended by the assent of not less than two-thirds of the members of the U3A present and voting at a General Meeting of the U3A. Twenty-one (21) clear days' notice shall be given to the members stating the intention to put forward such a resolution. No amendment shall be made which would cause the U3A to cease to be a charity.

10. DISSOLUTION

The U3A may at any time be dissolved by a resolution passed by a three-quarters majority of those present and voting at any meeting of the said U3A of which at least twenty-one (21) clear days' notice stating the intention 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 liability, such assets held by or in the name of the U3A shall be transferred to such charitable institution or institutions having objects similar to the U3A as the U3A shall decide.

Amended as approved at the Annual General Meeting 21 March 2003 and subsequently amended by Special General Meeting 12 December 2019, subsequently amended at the Annual General Meeting 25 March 2021.