

EG U3A AGM**Proposals for Change in the East Grinstead U3A Constitution****(Agenda Item: 8 Any Other Business)****Introduction**

The EG U3A Committee identified a number of rules embedded in the EG U3A Constitution that need to be adjusted to enable a more adaptable response to dealing with the challenges of the current pandemic. The three key changes were forwarded to the Third Age Trust for their consideration. We have had favourable feedback from the Third Age Trust and we now need to present our proposed changes to you, the members of the EG U3A, for your consideration and approval through the AGM process. Following the outcome of the AGM, these changes as agreed by the members would then be submitted to the Charities Commission for their approval. We will not be able to adopt these changes until they are approved by the members of the EG U3A and the Charities Commission.

For consideration by the EG U3A Membership

Listed below are the three changes proposed in the rules of the Constitution and why they are required. The proposed changes are also added to the current Constitution in red for members to be able to review them in the context of the whole Constitution. The changes are threefold:

1. **A reduction in the required quorum for an AGM, from 15% to 10% of paid-up members.** The reason for this is of course the dire problem of getting enough members together at the current time. We took advice from the Charities Commission, who advised that we could indeed reduce the quorum as much as we wished - even to the level of trustees alone. However, we feel that a reduction to 10% is both appropriate and acceptable. **(Please see para's 5.2, 5.3 and 5.4 of the attached Constitution).**
2. **A change to permit the AGM to be run as a virtual online meeting or via post/email as an alternative to a physical meeting** - to be decided by the executive committee. This of course has been triggered by the current pandemic. We have also been advised by the Charities Commission that a change to an online or postal AGM is currently quite acceptable to the Commission, even without a change to the constitution, as they recognise the difficulty, we are currently in. **(Please see paras 5.1, 5.2, 5.3, 5.5 and 5.7 of the attached Constitution).**
3. **A change which removes the requirement for the AGM to vote upon and accept any changes in the subscription rate.** Currently this is a considerable hindrance: our year ends on 31st August and our AGM is always held in November. So any requirement to change the subscription - which is normally proposed and passed without comment - does not apply until the following September. We are therefore always obliged to play catch-up. If the committee had had the authority to alter the subscription rate for (say) the 2020-21 year we could have fixed it at some point in the Summer of 2020, rather than a year earlier! For the year 2020-21 we would have very much liked to reduce the subscription as some kind of rebate was needed due to the lockdown, but we could do nothing as the Constitution prevented us from doing so. **(Please see first para in section 3).**

AGM Action Required

Members are asked to indicate whether they approve or not approve of each of the above changes. Either using the online voting form or the postal form.



The proposed changes to the constitution are highlighted in red for further details see the document called 'Proposals for Change in the East Grinstead U3A Constitution'

CONSTITUTION OF THE EAST GRINSTEAD U3A

ADOPTED 21st NOVEMBER 2018

Registered Charity Number: 1084934

A member of the Third Age Trust as an Unincorporated Association

1 NAME

The name shall be The East Grinstead U3A (in this Constitution called The U3A).

2 OBJECTS AND POWERS

2.1 Object:

The charity's object is specifically restricted to the following:

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.

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 any of them.

3 MEMBERSHIP

All persons interested in supporting the objectives of The U3A shall be admitted to membership on the approval of the Committee through the Membership Secretary and 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.

- 3.1 Persons who have paid their capitation fee to The U3A Trust through membership of another U3A need

not pay this again in their East Grinstead U3A subscription. In all other respects, such persons shall have the same rights, privileges and responsibilities as other members.

3.2 The committee may terminate the membership of any individual:

- (a) if annual membership or other fees are unpaid one month after the due date
- (b) or by way of expulsion at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of The U3A;

Provided that in the case of proposed expulsion at the end of a disciplinary procedure, the individual concerned shall have the right to be heard by the Committee, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made.

4 MANAGEMENT

The Management of The U3A shall be vested in a committee consisting of members whose duty 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. All elected or appointed Committee Members are Charity Trustees.

4.1 COMMITTEE

- 4.1.1** The Officers of The U3A shall be the Chairman, Secretary and Treasurer, who shall be elected at the AGM
- 4.1.2** The committee shall consist of the Officers and not less than two and no more than seven other members. The committee may also co-opt no more than two members in addition to elected members. Such co-opted members shall have full voting rights during their term of office, which shall expire at the next AGM
- 4.1.3** Vacancies on the Committee which arise through resignation or termination during the year may be filled from the membership and any such appointee shall complete the term of service of the member he or she replaces and shall be eligible for election at the next AGM
- 4.1.4** Persons who need not be members of The U3A may be invited to serve the Committee as advisors because of their special expertise. Such persons shall have no voting rights and their service shall expire at the next Annual General Meeting. Appointees under this clause are not Charity Trustees

4.2 Election of Committee

The Committee shall be elected at the Annual General Meeting of The U3A.

- i) Nominations to the Committee duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary at least twenty-one days prior to the Annual General Meeting
- ii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting
- iii) There shall be no less than four Committee meetings a year
- iv) Committee members shall serve until the next Annual General Meeting but may then stand for re-election. Other than the Treasurer, committee members may serve for no more than three consecutive years in any one Officer or non-Officer position without an intervening period of at least one year. Should there be no nomination for any of these positions when the full term of the current holder has been reached, the AGM may give approval for this provision to be waived for a year.
In the interests of continuity the Treasurer is permitted to be serve a second three year term
For the sake of clarity, no member shall serve more than six continuous years in any combination of Officer or non-Officer committee positions.
- v) Committee members may resign by giving twenty-one days' notice in writing to the Secretary or Chairman and providing that at least four members remain in office.

4.3 Procedure

- i) 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 Chairman shall have a second casting vote
- ii) The Quorum for any Committee meeting shall be three
- iii) Special Committee meetings may be called at any time by an Officer or by any two members of the Committee upon seven clear days' notice being given to all the Committee members of all the matters to be discussed
- iv) The Committee may appoint sub-committees for such time as it determines and may delegate the transaction of such matters and the performance of such acts as it thinks fit. The Committee shall exercise supervision of the proceedings and acts of any such sub-committees. Sub-committees shall report back to the Committee as soon as possible on any actions it has taken under its delegated powers
- v) 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 subcommittee
- vi) The Secretary shall ensure that Minutes are kept of all Annual General Meetings, Committee meetings and sub-committee meetings.

5. ANNUAL AND SPECIAL GENERAL MEETINGS

5.1 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.

5.2 Where a general meeting is to be held by post/email, then the committee if they deem it appropriate, will set out the procedure in the notice of the meeting which will alert members on how and when they will receive papers and voting forms to allow them to participate in the email/postal AGM. A quorum of 10% of members returning voting forms by the required date would be required.

5.3 The Annual General Meeting shall be held no later than three months after the end of the financial year. At least twenty-one days' notice shall be given in writing to all members. A quorum shall be 10% of the paid up members. If the meeting is to be held by electronic means the place of the meeting shall be deemed to be the charity's registered office address

5.4 The business of the Annual General Meeting shall include:

- i) receiving and approving the Minutes of previous AGM and any SGMs
- ii) receiving and approving the Annual Report
- iii) receiving and approving the Annual Accounts
- iv) election of members of the Committee
- v) appointment of independent examiner for the accounts
- vi) consider any proposals to amend the Constitution subject to the provisions of Paragraph 9
- vii) consider any other business which has been published in the agenda

The Committee may call a Special General Meeting of The U3A at any time and if at least 10% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting.

5.5 At least twenty-one days' notice shall be given. The notice must state the business to be

discussed. Where the trustees determine that a general meeting is to be held by electronic means 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.

- 5.6 The Chairman of The U3A shall be the Chairman of the Annual General Meeting. In his/her absence the Committee shall elect a Chairman for the meeting. At a General Meeting matters shall be decided by a simple majority of votes of the members present and voting. In the case of an equality of votes the Chairman shall have a second casting vote.
- 5.7 Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting. **Proceedings at a general meeting held by electronic means or a physical meeting at which procedures are put in place to allow members to attend electronically 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 5.3 is able to join the meeting successfully.**
- 5.8 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened at the request of the members shall be dissolved. In the case of an Annual General Meeting, the adjourned meeting shall be held within the following three months. In any other case, it shall be adjourned to another day and time as the Committee may direct provided twenty-one days' notice is given to all members. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.

6. FINANCE

- 6.1. All the income and property of The U3A shall be applied solely towards the objectives of The U3A and none shall be paid or transferred in any way to its Committee members other than the repayment of reasonable and proper out of pocket expenses incurred in the course of the work of The U3A.
- 6.2. The funds of The U3A shall be paid into such accounts as the Committee may open in the name of The U3A. All transactions on such accounts shall be carried out in accordance with the terms of that account as agreed with the account provider and approved and accepted by the Committee from time to time. Only members of the Committee, authorised by the Committee to do so, may arrange and authorise any transaction on any of The U3A's accounts and dual authorisation shall normally be required for all transactions. For the avoidance of doubt, cheques shall be signed by two authorised Members of the Committee. If internet payments are made these can be authorised by one Member of the Committee provided the details of each transaction are circulated to all Members of the Committee.
- 6.3. 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 monies raised and received shall be used at the discretion of the Committee, unless otherwise specified by bequest. No form of permanent trading shall be undertaken in the raising of funds.
- 6.4. The Financial Year of The U3A shall end on 31st August of each year.
- 6.5. 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. For the purposes of Employment Law the Committee shall be the employer and may fix terms and conditions of employment
- 6.6. The Committee shall determine the financial controls and procedures to be followed by The U3A, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.

- 6.7.** The Treasurer shall keep accounts of all monies 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.
- 6.8.** 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 agents employed by him/her or by any Committee member provided reasonable supervision is exercised over any such agent, or by reason of any mistake or omission made in good faith by any Committee member or by reason of any matter or thing other than willful and individual fraud or wrongdoing or wrongful omission on the part of the Committee member who is sought to be made liable

7. PROPERTY

Any property of The U3A shall be vested in 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

8. POWERS OF THE COMMITTEE

All matters not provided for in this Constitution relating to The U3A and not involving an amendment to 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 with 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 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.)

The prior consent of the Third Age Trust must be requested for any proposed alterations to The U3A's constitution. The U3A may proceed with the proposed changes:

- (a) At any time after specific consent has been received from the Third Age Trust; or
- (b) When four weeks have passed since the consent request was delivered and the Third Age Trust has not notified The U3A of any objection to the proposals.

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 for which at least twenty-one 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 liabilities, 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.