

EASTLEIGH DISTRICT u3a

CONSTITUTION OF THE EASTLEIGH DISTRICT UNIVERSITY OF THE THIRD AGE (u3a) A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION,

FORMALLY ADOPTED ON: The 25th. May 2004 revised on the 16th September

2015. THIS IS A CHARITY IN ENGLAND AND WALES

This Constitution was adopted by the membership at the Annual General Meeting held on:

16th September 2015

Amended: 19th

September 2018

Amended: 15th

September 2021

I certify that this is a true copy

Signed: _____

Chair of the Meeting: _____

Witnessed: _____

Secretary of the Meeting: _____

Date of Certification: _____

1. NAME

The name of the charity is "EASTLEIGH DISTRICT U3A", hereafter referred to as 'The U3A'.

2. ADMINISTRATION

Subject to the matters set out below, the charity, its property and other assets shall be administered and managed in accordance with this constitution by the members of the elected Executive Committee, herein referred to as 'The Committee', formed in accordance with Clause 6 of this Constitution.

3. CHARITABLE PURPOSES

The charitable purposes of The U3A are:

3 (i) 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.

4. POWERS

In furtherance of the charitable purposes but not otherwise, The Committee may exercise the following powers to:

- 4 (i) raise funds and to invite and receive contributions for the U3A by any lawful means, provided that in raising funds The Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- 4 (ii) receive donations, endowments, sponsorships, grants, legacies and subscriptions from persons or organisations wishing to promote the charitable purposes of The U3A and to hold funds in trust for the same.
- 4 (iii) buy, lease or take in exchange any property necessary for the achievements of the charitable purposes and to maintain and equip it for use.
- 4 (iv) subject to any consents required by law, to sell lease or dispose of all or any part of the property of The U3A.
- 4 (v) co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the charitable purposes or of similar charitable purposes and to exchange information and advice with them.
- 4 (vi) support any charitable trust, associations, or organisations with regard to the pursuit of The U3A's charitable purposes.
- 4 (vii) appoint and constitute such advisory committees as The Committee may think fit.
- 4 (viii) organise, promote, participate in and/or run conferences, lectures, seminars, courses and educational events.
- 4 (ix) publish, supply and make available books, pamphlets, reports, journals, instruction matter, educational materials and aids of all kinds, whether in printed, electronic or any other forms..
- 4 (x) associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and with the Third age Trust in any way.
- 4 (xi) do all such other lawful things towards the achievement of the charitable purposes.

5. MEMBERSHIP

- 5 (i) Membership of The U3A shall be open to individuals who are in their Third Age and are interested in participating in and furthering the work of The U3A provided that they agree to abide by this Constitution and any conditions properly imposed by The Committee and to pay the annual subscription as determined by The Committee and confirmed by the membership at an Annual General Meeting (AGM) called in accordance with Clause 13 hereunder. No individual may be admitted to membership if The Committee considers that they do not meet these conditions.
- 5 (ii) Every individual member shall have one vote.
- 5(iii) Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.
- 5 (iv) The Committee may and for good reason terminate the membership of any individual:
 - (a) if annual membership or other fees are unpaid two months after the due date; or
 - (b) if the 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 accompanied by a friend acting in their personal capacity who may also speak or make written representation before a final decision is made.

6. THE COMMITTEE

The management of The U3A shall be vested in The Committee, which shall be the governing body of The U3A and its board of trustees for the purposes of charity law. The Committee shall consist of elected members who shall be responsible for the strategy and policies of The U3A, may exercise all the powers of The U3A and shall deal with for the administration, management and control of the affairs and property of The U3A.

6 (i) At the AGM of The U3A the members shall elect from amongst themselves the following Officers of the Committee, a Chair, a Vice-Chair, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

6 (ii) The Committee shall consist of not less than eight and not more than twelve members, being:

- (a) the Officers specified in the preceding sub clause;and.
- (b) not less than four and not more than eight members elected at the AGM, who shall hold office from the conclusion of that meeting.

No person may be proposed for appointment or serve as an Officer or as a non-Officer member of The Committee if they are currently serving as an Officer or non-Officer member of the Committee of any other local U3A.

6 (iii) The Committee may in addition appoint not more than two co-opted members who shall have full voting rights and have tenure until the next AGM. Provided always that a member cannot be co-opted more than three times in succession.

6 (iv) Vacancies on The Committee which arise through resignation or termination during the year can be filled from the membership of The U3A and such an appointee shall complete the term of service of the member he or she is replacing, shall have full voting rights and shall be eligible for re-election at the next AGM.

6 (v) The proceedings of The Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment, election or co-option of a member.

6 (vi) A member of The Committee shall cease to hold office:

- (a) if disqualified from acting as a member of the said committee by virtue of S.72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- (b) becomes incapable by means of mental disorder, illness or injury, of managing their own affairs.
- (c) is absent without the permission of The Committee from 3 consecutive meetings and The Committee resolve that his or her office be vacated.
- (d) is subject to a vote of no confidence from The Committee as a result of actions which bring The U3A into disrepute, or conduct prejudicial to The U3A, or failure to abide by the terms of this constitution or decisions made by The Committee.
- (e) notifies in writing to The Committee a wish to resign (but only if at least four members of The Committee will remain in office when the notice of resignation is to take effect, which shall be at least 21 days from the receipt of the notification.)
- (f) ceases to be a member of The U3A;
- (g) becomes an Officer or non-Officer member of The Committee of any other U3A.

7. ELECTION OF MEMBERS OF THE COMMITTEE

7 (i) The election of members of The Committee shall be held at the AGM of The U3A.

7 (ii) Any nomination of any candidate for election as an Officer or non-officer member of The Committee must be made in writing by members and must be in the hands of the Secretary of The Committee by at least twenty eight days before the AGM. Should nominations exceed vacancies, election shall be by ballot.

7 (iii) The newly elected Committee shall take office at the conclusion of the AGM. 7 (iv) Terms of office and limits on periods of service: -

- (a) Non-officer members of The Committee have a one year term of office and may serve not more than six terms.
- (b) Officers elected as the Chair, Vice-Chair or Secretary have a two year term of office and may not serve more than two terms in a particular Officer role.
- (c) The Officer elected as Treasurer has a two year term of office and may serve not more than three terms as Treasurer. For the avoidance of doubt, if a Treasurer serves less than this period and ceases to serve as Treasurer, they can be appointed to another Officer role or could serve as a non-Officer.
- (d) Subject to the provisions regarding the Treasurer above, no member of The Committee may serve more than a maximum of six years in any combination of Officer roles or any combination of non-Officer member and Officer roles. They then cannot be considered for re-election to The Committee for a period of one year.

7 (v) If insufficient nominations are received to fill the vacancies for Officers and/or members of The Committee, The Chair of the meeting ~~may as~~ a last resort, appeal to the ~~--~~assembled members at the AGM for permission to ask whether anyone present is willing to reconsider and put themselves forward as a candidate for one of the vacancies. A vote must be taken on this motion and must be carried by a simple majority of the members present for the request to be made. Any willing candidate may then stand and be proposed to the meeting for appointment in accordance with the Constitution.

7 (vi) In the event of no nominations being received for one or more of the Officer posts, or no member of the newly elected Committee being willing to take on one or more of the Officer positions then, irrespective of the requirements of Clause ?(iv), a majority decision can be taken to ask the retiring Officer to stay until the next AGM.

8. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

8 (i) The Committee shall hold at least four meetings each year.

8 (ii) A special meeting may be called at any time by the Chair, or by any two members of The Committee, upon not less than seven days' notice being given to other members of The Committee of the matters to be discussed, unless it concerns the appointment of a co-opted member in which case not less than twenty-one days' notice must be given.

8 (iii) The Chair shall chair the meetings and if absent, the Vice-Chair shall take over or if the Vice-Chair is also absent, The Committee shall choose one of their number to be chair of the meeting before any business is transacted.

8 (iv) There shall be a quorum when at least one third of the numbers of members of The Committee for the time being or three members of The Committee, whichever the greater are present at the meeting.

8 (v) Every matter shall be determined by a majority of votes of the members of The Committee present and voting on the question but in the case of equal votes the Chair of the meeting shall have a second or deciding vote.

8 (vi) The Committee shall keep minutes of the proceedings of its meetings which should incorporate reports of any sub-committees and, when approved, these minutes shall be available for inspection should a member request it.

8 (vii) The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.

8 (viii) The Committee may appoint sub-committees consisting of at least one member of The Committee for the purpose of performing any function or duty which in the opinion of The Committee would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to The Committee. The Committee shall authorise the terms of reference of sub-committees and may alter them from time to time. Sub-committees may make proposals to The Committee, but may not make decisions and they shall not have any expenditure authority.

8 (ix) No Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by the member, or by any other Committee member, or by reason of any mistake or omission made in good faith by a Committee member, or by reason of any other matter other than wilful and individual fraud or wrongdoing or action knowingly beyond the scope of a specific authority or limit thereon on the part of the Committee member in question.

9. FINANCE

9 (i) The financial year of The U3A shall end on such date as The Committee shall decide, provided always that the financial year must be in accordance with applicable charity law requirements and the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.

9 (ii) The funds of The U3A, including all donations, contributions and bequests, shall be paid into such accounts as The Committee may operate in the name of The U3A at such Banks as The Committee shall from time to time decide. 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. All cheques drawn on the account must be signed by two Committee members.

9(iii) 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.

9 (iv) The funds belonging to The U3A shall only be used in furthering the charitable purposes.

9 (v) No funds shall be transferred in any way to Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out-of-pocket expenses incurred in the course of U3A work.

9 (vi) 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.

10. PROPERTY

10 (i) All property of and held on behalf of The U3A shall be applied solely towards the charitable purposes of The U3A.

10 (ii) Title to any property shall be held on behalf of The U3A in such manner as The Committee thinks fit from time to time and in ways permitted by charity law. However, items may, with the agreement of The Committee, be transferred on a temporary basis to a nominated member's home in the pursuance of the member's designated role, until such time as the member's tenure of office ceases, or The Committee requests its return.

11. ACCOUNTING AND REPORTING

The Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act), and observe applicable time limits in the case of obligations to file items with the Charity Commission with regards to:

11 (i) the keeping of accounting records for The U3A;

11 (ii) the preparation of annual statements of account and a trustee's report for The U3A;

11 (iii) the audit or independent examination of the statements of account of The U3A (if required by law);

11 (iv) the making of a charity annual return to the Charity Commission.

11 (v) the transmission of the statements of account and trustee's report of The U3A to the Charity Commission..

12. HONORARY PRESIDENT

The members of The U3A may (but do not have to) elect an Honorary President at the AGM. If they do so, the person so appointed will serve until the next AGM. A retiring Honorary President may be re-appointed for a further term. There is no limit on the number of terms that may be served. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Executive Committee but may be invited to attend any Executive Committee meeting at the decision of the Executive Committee and shall be entitled to attend the Annual General Meeting as a guest.

13. ANNUAL GENERAL MEETING

13 (i) There shall be an AGM of The U3A which shall be held in the month of September in each year, or as soon as practicable thereafter, but not later than fifteen months after the preceding AGM.

13 (ii) Every AGM shall be called by The Committee. The formal notice shall give at least 21 days' notice of the AGM to all the members of The U3A. The notice shall specify that the meeting is the AGM and shall set out the business of the meeting, including resolutions to be proposed, and shall provide information about proposals for the election of Officers and non Officer members of The Committee to be made at that meeting. All the paid-up members of The U3A shall be entitled to attend and vote at the meeting.

13 (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of any AGM.

13 (iv) The Committee shall present to each AGM the trustees' report and accounts of The U3A for the preceding year for approval.

13 (v) The Committee shall seek approval from the members at the AGM for the appointment of an independent examiner or auditor of the accounts for the following year, if permitted or required to do so by charity law.

13(vi) Any proposals to amend the Constitution subject to Clause 16 shall be considered at the AGM as shall any other business as set out in the notice.

14 ONLINE AND HYBRID GENERAL MEETINGS

14.1 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 14, 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.

14.2 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.

14.3 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.

14.4 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.

14.5 If the meeting is to be held solely by electronic means pursuant to clause 14 the place of the meeting shall be deemed to be the charity's registered office address.

14.6 Proceedings at a general meeting held by electronic means pursuant to clause 14, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 14, 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 16(iii) is able to join the meeting successfully.

14.7 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 14.

(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.

14.8 Proxies

(8.1) Proxies may only be validly appointed by notice in writing (a Proxy Notice) which:

a) states the name and address of the member appointing the proxy.

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed.

(c) is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and

(d) is delivered to the charity in accordance with clause 13(ii)

(8.2) The 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.

14.9 Online Trustees' meetings

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.

15. SPECIAL GENERAL MEETING

The Committee may call a Special General Meeting of The U3A at any time and if at least 20% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days' notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 20% of the members are present. Accidental omission to give notice to any member shall not invalidate the proceedings of any Special General Meeting.

16. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

16 (i) Notices of meetings, documents-, and other communications from The U3A to a member may be sent by electronic communication provided The U3A wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The U3A. It is the responsibility of that member to notify The U3A of any change to that address and to comply with any security and other procedures determined by The Committee for such communications. A member may opt to return to hard copy communications at any time.

16(ii) The Secretary or other person specially appointed by The Committee shall keep a full record of proceedings at every Annual and Special General Meeting of The U3A.

16 (iii) There shall be a quorum when at least 20% of the members of The U3A are present at any General Meeting.

16 (iv) If within half an hour of 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 any other case it shall be adjourned until the same day in the next week at the same time and the same place, or otherwise as The Committee may direct. If at the adjourned meeting a quorum is not present within half an hour of the time for the meeting, the members present shall be a quorum.

16 (v) The Chair of The U3A shall be the Chair of the General Meeting at which he/she is present. In the absence of the entitled Chair, The Committee shall have the power to elect a Chair for the meeting.

16 (vi) If there is a tied vote the Chair should have a single casting vote.

17. ALTERATIONS TO THE CONSTITUTION

17 (i) Subject to the following provisions of this Clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at an AGM, the notice of the AGM must include notice of the resolution, setting out the terms of the alteration proposed.

17 (ii) 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.

17. (iii) If The U3A is a registered charity, no amendment may be made to Clause 3 (the charitable purposes) without the consent in writing of the Charity Commissioners.

17 (iv) No amendment may be made which would have the effect of making The U3A cease to be a charity at law.

17 (v) The Committee shall promptly send to the Charity Commission a copy of any amendment made under this Clause if The U3A is registered.

18. DISSOLUTION

If the Committee decides that it is necessary or advisable to dissolve The U3A, it shall call a Special General Meeting of all members of The U3A, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting The Committee shall have power to realise any assets held by or on behalf of The U3A. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:

- (a) Any one or more local u3as, which are charities and have charitable purposes similar to the Charitable purposes of The u3a as the members of The u3a may determine; or
- (b) to the Third Age Trust Registered Charity NO.288007.

A copy of the statement of accounts or account and statement, for the final accounting period of The U3A must be sent to the Charity Commission if The U3A is registered.