

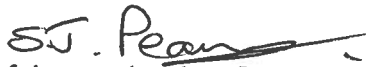
u3a Guernsey Constitution

THIS IS A CHARITY IN THE BAILIWICK OF GUERNSEY

Adoption of the constitution

This constitution was approved by the u3a Office on 22 June 2021 and 15 July 2021.
This constitution was adopted by the membership at an AGM held on 27 August 2021.

I certify that this is a true copy

Signed 
Secretary of the meeting: Jane Pearson
Date of Certification 10 September 2021.

1. NAME

The association's name is **u3a Guernsey** (a charity under The Charities and Non Profit Organisations (Registration)(Guernsey) Law, 2008, as amended (the "Law") with Registered Charity Number CH554 (the "Charity"). It is a member of the Third Age Trust (a charity in England and Wales with Registered Charity Number 288007, the "Trust").

2. PROPERTY AND ASSETS

Subject to the matters set out below, u3a Guernsey and its property and other assets shall be administered and managed in accordance with this constitution by the Executive Committee.

3. OBJECT

The Charity's object (the "Object") is the advancement of education and, in particular, the education of older people and those retired from full-time work, by all means, including associated activities conducive to learning and personal development in the Bailiwick of Guernsey.

4. POWERS

In furtherance of the Object but not otherwise, the Executive Committee may exercise the following powers to:

- (1) raise funds and to invite and receive contributions for u3a Guernsey by any lawful means provided that in doing so any applicable requirements of the Law shall be met;

- (2) receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support u3a Guernsey and its Object and to hold and apply any funds so acquired towards the promotion of the Object (subject to any restricted funds being applied to the relevant restricted purposes);
- (3) buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal);
- (4) sell, lease or otherwise dispose of all or any part of the property of u3a Guernsey, subject to any consents required by the Law;
- (5) co-operate with other charities, voluntary bodies and statutory authorities;
- (6) support any charitable organisations with regard to the pursuit of u3a Guernsey's Object;
- (7) appoint and constitute such advisory committees as the Executive Committee may think fit;
- (8) organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- (9) publish, supply and make available books, pamphlets, reports, leaflets, journals, instructional matter, educational materials and aids of all kinds, whether in printed, electronic or any other forms;
- (10) associate and collaborate with other u3as and groupings of u3as (such as regional associations and networks) and the Trust in any way;
- (11) do all such other lawful things as are appropriate to the pursuit of the Object and the delivery of benefit to the public in accordance with the Object.

5. MEMBERSHIP

- (1) Membership of u3a Guernsey shall be open to individuals who are described in Clause 3 (Object) and are interested in participating in and furthering the work of u3a Guernsey, provided that they agree to abide by this constitution and any membership conditions properly imposed by the Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual or Special General Meeting. No individual will be admitted to membership if the Executive Committee considers that they do not meet these conditions.
- (2) Every individual member shall have one vote.
- (3) Members are bound by and shall observe any membership conditions and any disciplinary code of u3a Guernsey.

- (4) The Executive Committee must keep a register of names and addresses of the members.
- (5) The Executive Committee may terminate the membership of any individual:
 - (a) if annual membership or other fees are unpaid one calendar month after the due date;
 - or
 - (b) 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 u3a Guernsey
- (6) Disciplinary Procedure - the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made. Individuals will be notified of any disciplinary action being taken in writing.

6. EXECUTIVE COMMITTEE AND OFFICERS

- (1) The management of u3a Guernsey shall be vested in the Executive Committee, which shall be the governing body of u3a Guernsey and its board of trustees for the purposes of the Law. The Executive Committee shall be responsible for the strategy and policies of u3a Guernsey, may exercise all the powers of u3a Guernsey and shall deal with the administration, management and control of the affairs and property of u3a Guernsey.
- (2) There must be at least six and not more than twelve members of u3a Guernsey appointed to the Executive Committee. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving as an Officer or non-Officer member of the Executive Committee of any other local u3a.
- (3) The Officers are the Chair, not more than two Vice Chair, Treasurer and Secretary. The Officers shall by virtue of holding their office be members of the Executive Committee. An individual may only serve in one Officer role at a time.
- (4) The maximum total period of service of any member of the Executive Committee shall be 9 years in any combination of roles whether or not the periods of service are contiguous.
- (5) All members of the Executive Committee shall be elected annually but may be re-elected subject to the provisions in section (4) of this clause.
- (6) *Nomination and election of candidates*

Prior written nomination of any candidate for appointment as an Officer or a non-Officer member of the Executive Committee at an Annual General Meeting ("AGM") shall

normally be required, made by a proposer and seconder from amongst the membership of u3a Guernsey to be in the hands of the Secretary of u3a Guernsey at least 28 days before the meeting. Should nominations exceed vacancies, the decision about appointments shall be taken by a show of hands. Otherwise, nominations of candidates and the conduct of voting for appointments shall be dealt with in accordance with the Standing Orders of u3a Guernsey or, if there are no Standing Orders, as determined by the Executive Committee. However, if there are insufficient candidates standing for the vacancies, the Chair of the meeting may, as a last resort, appeal for 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.

(7) *Casual vacancies - Officers and Executive Committee*

The Executive Committee may fill any vacancy arising amongst the Officers or the non-Officer Executive Committee members up to the maximum as defined in (2), until the following AGM. Any such appointee must be a member of u3a Guernsey. A person so appointed, who shall have full voting rights, may stand for appointment to a full term at that meeting.

(8) *Co-options to Executive Committee*

The Executive Committee may in addition to the maximum as defined in (2) appoint not more than two co-opted members of u3a Guernsey to the Executive Committee, who shall have full voting rights and hold office until the next AGM. At that meeting a retiring co-opted member could be proposed for appointment to a full term on the Executive Committee in accordance with the relevant provisions of this constitution. Provided always that an individual cannot be co-opted more than three times in succession.

7. DEFECTS IN APPOINTMENTS

The proceedings of the Executive 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.

8. CESSATION OF OFFICE - EXECUTIVE COMMITTEE MEMBERS

A member of the Executive Committee shall cease to hold office if they:

- (1) are disqualified from acting as a member of the Executive Committee by virtue of the Law;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

- (3) are absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that their office be vacated;
- (4) are removed by resolution of the Executive Committee for significant misconduct under the Trustee Code of Conduct, which may only be passed after the completion of the disciplinary procedure set out in that Code;
- (5) notify in writing to the Executive Committee a wish to resign (but only if at least five members of the Executive 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);
- (6) cease to be a member of u3a Guernsey;
- (7) becomes an Officer or non-Officer member of the Executive Committee of any other u3a.

9. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee shall hold at least 4 meetings each year.
- (2) Additional meetings may be called at any time by the Secretary on behalf of the Chair or by any two members of the Executive Committee, upon not less than seven days' notice being given to other members of the Executive 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.
- (3) An Executive Committee meeting or a meeting of a sub-committee may be held in person or by suitable electronic means agreed by the Executive Committee or the members of the sub-committee (as the case may be) in which each participant may communicate with all the other participants.
- (4) The Chair shall chair the meetings and in their absence a Vice-Chair shall take over or, if there is no Vice-Chair present, the Executive Committee shall choose one of their number to be Chair of the meeting before any business is transacted.
- (5) There shall be a quorum when at least one-third of the number of members of the Executive Committee or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- (6) Every decision shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes, the Chair of the meeting shall have a casting vote in addition to their own vote.
- (7) The Executive Committee shall ensure that minutes are taken of all its meetings and those of any sub-committees and are available for inspection should a member request it.

- (8) The Executive 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.
- (9) The Executive Committee may appoint sub-committees including at least one member of the Executive Committee, for the purpose of performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Executive Committee. The Executive 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 Executive Committee, but may not make decisions and they shall not have any expenditure authority.
- (10) No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by them or by any other Executive Committee member or by reason of any mistake or omission made in good faith by any Executive Committee member or by reason of any other matter other than willful and individual fraud or wrongdoing or actions knowingly beyond the scope of a specific authority or limit thereon on the part of the Executive Committee member in question.

10. FINANCE

- (1) The financial year of u3a Guernsey shall end on such date as the Executive Committee shall decide and the annual financial statements shall be filed with the Office of the Registrar as required by the Law.
- (2) The funds of u3a Guernsey shall be paid into such accounts as the Executive Committee may open in the name of u3a Guernsey. 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 Executive Committee from time to time. Only members of the Executive Committee, authorised by the Executive Committee to do so, may arrange and authorise any payment out of any of u3a Guernsey's accounts.
- (3) The Executive Committee shall determine the financial controls and procedures to be followed by u3a Guernsey, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.
- (4) The funds belonging to u3a Guernsey shall be applied only in furthering the Object.
- (5) No funds shall be transferred in any way to Executive Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of

pocket expenses incurred by a member of the Executive Committee in the discharge of their duties for u3a Guernsey.

- (6) All proper costs, charges and expenses incidental to the management of u3a Guernsey and membership subscriptions in respect of the Trust may be defrayed from the funds of u3a Guernsey.

11. PROPERTY

- (1) All property of and held on behalf of u3a Guernsey shall be applied in accordance with the Law.
- (2) Title to any property shall be held on behalf of u3a Guernsey in such manner as the Executive Committee thinks fit from time to time and in ways permitted by the Law.

12. ACCOUNTING AND REPORTING

- (1) The Executive Committee shall comply with its obligations under the Law, and observe applicable time limits in the case of obligations to file items with the Guernsey Registrar of Non Profit Organisations (the "Guernsey Registrar"), with regard to:
 - (a) the keeping of accounting records for u3a Guernsey;
 - (b) the preparation of annual financial statements and a trustees' report for u3a Guernsey;
 - (c) the independent audit or examination of the financial statements of u3a Guernsey (if required by the Law);
 - (d) the making of a charity annual return to the Guernsey Registrar;
 - (e) the transmission of the financial statements and trustees' report of u3a Guernsey to the Guernsey Registrar.

13. ANNUAL GENERAL MEETING

- (1) There shall be an Annual General Meeting of u3a Guernsey which shall be held on such date as the Executive Committee may determine in each calendar year.
- (2) Every AGM shall be called by the Executive Committee. This formal notice shall give at least 21 days' notice of the AGM to all the members of u3a Guernsey. 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 Executive Committee to be made at that meeting. All members of u3a Guernsey shall be entitled to attend and vote at the meeting.

- (3) The Executive Committee shall present to each AGM the trustees' report and annual financial statements of u3a Guernsey for the preceding year.
- (4) The Executive Committee shall seek approval for the appointment of an independent examiner or auditor for the financial statements from the membership at the AGM.
- (5) Any proposals to amend the constitution subject to Clause 19 shall be considered at the AGM as shall any other business as set out in the notice.

14. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of u3a Guernsey 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. At least 21 days' notice shall be given. The notice must state the business to be discussed.

15. ONLINE AND HYBRID GENERAL MEETINGS

- (1) A general meeting (whether an AGM or a Special General Meeting) may be held that allows attendance in person or by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants either directly or through the Chair.
- (2) Where the Executive Committee determines that a general meeting is to be held by electronic means only such determination shall be set out in the notice of the general meeting sent to members, along with an explanation of the exceptional circumstances (defined in 15(3) below) which require the general meeting to be held by electronic means only.
- (3) For the purposes of this clause "exceptional circumstances" means circumstances which in the reasonable opinion of the Executive Committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.
- (4) Where a general meeting is to be held in person, the Executive 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 or by proxy (see Clause 17 below) and members present by electronic means or by proxy will be considered present in person and will count towards the quorum for the relevant meeting.
- (5) If the meeting is to be held solely by electronic means pursuant to Clause 15(2), the place of the meeting shall be deemed to be u3a Guernsey's registered office address.

- (6) Proceedings at a general meeting held by electronic means pursuant to Clause 15(2), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to Clause 15(4), 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 is able to join the meeting successfully.

16. VOTING

(1) *By proxy*

A member may appoint a proxy to attend a general meeting and vote on their behalf in accordance with Clause 17.

(2) *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 Executive 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.

17. PROXIES

(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 Executive Committee may determine; and
- (d) is delivered to u3a Guernsey 7 days before the date of the meeting.

(2) The Executive Committee may from time to time determine the form in which Proxy Notices should be submitted to u3a Guernsey in advance of any general meeting.

18. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

- (1) Notices of meetings, documents and other communications from u3a Guernsey to a member may be sent by electronic communication or such other method of communication as the Executive Committee may determine and the member shall provide an appropriate electronic address or other type of address as determined by the Executive Committee to u3a Guernsey. It is the responsibility of that member to notify

u3a Guernsey of any change to that address and to comply with any security and other procedures determined by the Executive Committee for such communications.

- (2) Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.
- (3) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of u3a Guernsey.
- (4) There shall be a quorum when at least 10% of the number of members of u3a Guernsey, are present at any General Meeting.
- (5) 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 any other case it shall be adjourned to another day and time as the Executive Committee may direct provided 21 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) The Chair of u3a Guernsey shall be the Chair of any General Meeting at which they are present. In the absence of the entitled Chair, the Executive Committee members present shall have the power to elect a Chair for the meeting.
- (7) If there is a tied vote the Chair of the meeting has a single casting vote.

19. ALTERATIONS TO THE CONSTITUTION

- (1) Subject to the following provisions of this clause, the constitution may be altered in any way by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the details of the alterations proposed.
- (2) The prior consent of the Trust must be requested for any proposed alterations to u3a Guernsey's constitution. u3a Guernsey may proceed with the proposed changes:
 - (a) at any time after specific consent has been received from the Trust; or
 - (b) when four weeks have passed since the consent request was delivered and the Trust has not notified u3a Guernsey of any objection to the proposals.
- (3) No amendment may be made to Clause 3 (Object) which would have the effect of making u3a Guernsey cease to be a charity under the Law. The Executive Committee shall provide a copy of any amendments to the constitution made under this clause to the Guernsey Registrar to ensure the Register remains up to date and valid and u3a Guernsey remains eligible to be registered as a charity under the Law.

20. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve u3a Guernsey it shall call a Special General Meeting of all members of u3a Guernsey, 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 Executive Committee shall have power to realise any assets held by or on behalf of u3a Guernsey. 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 objects similar to those of u3a Guernsey, as determined by the members of u3a Guernsey; or
- (b) to the Trust (registered charity in England and Wales no. 288007).