

# CONSTITUTION OF THE HAXBY & WIGGINTON u3a

1. **NAME:** The name shall be “The University of the Third Age – Haxby & Wigginton” (working name: Haxby & Wigginton U3A). In this Constitution it is called “the U3A”.

## 2. OBJECTS AND POWERS

### 2.1 OBJECT

The object of the U3A 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.

### 2.2 POWERS

In furtherance of the above the U3A may:

- (i) 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;
- (ii) publish books, pamphlets, reports, leaflets, journals, films, videos, and instructional matter;
- (iii) organise lectures, seminars, conferences, and courses;
- (iv) encourage and assist in the formation 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

3.1 All persons interested in supporting the objects of the U3A shall be admitted to the membership register on the approval of the Committee and upon payment of the annual subscription, as determined by the Committee, provided that they agree to abide by this Constitution and any conditions imposed by the Committee.

3.2 The Committee may terminate membership of any member if

- (i) there is any money owed to the U3A in respect of membership or other fees after a time lapse approved by the Committee;
- (ii) that member acts in a way, which is prejudicial to the U3A or brings it into disrepute.

3.3 The Committee may appoint an honorary President.

## 4. MANAGEMENT

4.1 The management of the affairs of the U3A shall be vested in a Committee consisting of members, who shall be the Trustees, whose duty it shall be to carry out its general policy and to provide for the administration, direction and control of the affairs and property of the U3A.

4.2 The Committee shall consist of at least five and not more than twelve elected members including the Chairman, Secretary and Treasurer.

- (i) In addition, not more than three members may be co-opted to the Committee; they shall have full voting rights and their term of office shall expire at the following Annual General Meeting.
- (ii) Persons, who need not be members, may be invited by the Committee to attend meetings because of their special expertise. They shall not have voting rights.
- (iii) The Committee shall at its first meeting after the AGM appoint a Vice Chairman.

4.3 Elections shall take place at the AGM as the Committee shall direct.

- (i) Nominations for election to the Committee, duly agreed by the nominee, shall be proposed, seconded, and delivered in writing to the Secretary at a date specified by the Committee.
- (ii) The newly-elected Committee shall take office at the conclusion of the Annual General Meeting.
- (iii) The Officers of the U3A comprising Chairman, Secretary and Treasurer may be nominated for election by members or by the Committee.
- (iv) The Chairman, Secretary and Treasurer may be elected annually by the AGM but if not so

elected shall be appointed by the Committee from among its members at its first meeting following the AGM. In the absence of a new Secretary such meeting shall be called by the retiring Secretary.

- (v) At each AGM one third of the Committee, not counting co-opted members (and to the nearest number) shall retire. The members to retire shall be members who have served the maximum term of four or more consecutive years immediately before an AGM who shall not be eligible for re-election at that AGM, and it shall be a minimum of one year before they are eligible for re-election to the Committee. Other members to retire shall be those who have been longest in office without a break. As between members who joined the Committee on the same day, those to retire shall be chosen by lot. These retiring members shall be eligible for re-election. The exception to the above shall be the Treasurer, who may serve a maximum term of office of six years.
  - (vi) Committee members may resign office by giving not less than twenty-one days' notice in writing to the Secretary or Chairman. The Committee has power to appoint new committee members to fill vacancies as needed to bring membership to twelve. Such appointees shall retire at the next AGM but be eligible for re-election.
  - (vii) Except as otherwise provided, Committee members shall serve until required to retire by (v) above.
  - (viii) The quorum of any Committee meeting shall be three or one-third of the Committee, whichever is the greater.
- 4.4
- (i) There shall be no less than four Committee meetings a year.
  - (ii) At Committee meetings matters shall be decided by a simple majority of votes of Committee members present. In the case of an equality of votes the Chairman shall have a second or casting vote.
  - (iii) Special Committee meetings may be called at any time by the Chairman or by any two members of the Committee upon seven clear days' notice being given in writing to all the Committee members of all the matters to be discussed.
- 4.5 The Committee may appoint sub-committees to which it may, from time to time and for such time as it determines, delegate such of its powers and functions as it thinks fit. Sub-committees shall report to the committee as required.
- 4.6 The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any member of the Committee or any sub-committee.
- 4.7 The Chairman of the U3A shall be the Chairman of any Committee or General Meeting at which he or she is present. In his or her absence, the meeting shall be chaired by the Vice Chairman.
- 4.8
- (i) The Secretary shall ensure that minutes are kept of all Committee and General Meetings.
  - (ii) The Secretary shall supervise, under the direction of the Committee, the day-to-day administration of the U3A.
- 4.9 The Treasurer shall keep accounts of all moneys received and expended on behalf of the U3A and shall prepare and publish such accounts, duly examined, at the AGM. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.
- 4.10 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 purposes of employment law, the Committee shall be the employer.
- 4.11 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.

## **5. ANNUAL AND SPECIAL GENERAL MEETINGS**

- 5.1 The Annual General Meeting (AGM) shall be held once in each year and not more than thirteen weeks after the end of the financial year. The Secretary shall give at least twenty-one days' notice in writing to all members either by email or by post to those members who do not have email, stating the date, time and place of the meeting, the Agenda, and the wording of any Motions to be proposed. The business of the AGM shall include:
- (i) receiving and approving the Annual Report;
  - (ii) receiving and approving the Accounts;

- (iii) electing a Chairman, Secretary, Treasurer, and the members of the Committee;
  - (iv) appointing a member to examine the accounts;
  - (v) considering proposals to alter the Constitution subject to the requirements of clause 8;
  - (vi) considering any other business which has been published in the agenda.
- 5.2 A quorum for the AGM or Special General Meeting (SGM) shall be a minimum of **10%** of the membership. If, within twenty minutes from the time appointed for the AGM or SGM, a quorum is not present, the meeting shall stand adjourned to an appointed day determined by those present. Notice of the adjournment shall be given to all members in writing either by email or by post to those members who do not have email, stating the new date for the meeting. If at the adjourned meeting there is still no quorum, those present shall constitute a quorum.
- 5.3 The Chairman of the Meeting shall have a second or casting vote. Only members present at the Meeting shall make decisions on the above matters.
- 5.4 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 twenty or more of the members stating the object of the meeting. Such a meeting shall be called by the Secretary of the U3A giving the other members at least twenty-one days' clear notice of such resolution or requisition.
- 5.5 Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- 5.6
- (i) In "exceptional circumstances" only, an AGM or SGM may be held by suitable electronic means including electronic and/or postal voting, as agreed by the Committee, in which each participating member may communicate with the meeting through the Chair.
  - (ii) An explanation of the "exceptional circumstances" and the means by which the meeting is to be held shall be set out in the Notice of such a meeting sent to all members.
  - (iii) The Notice of such a meeting shall be the same as for physical meetings, i.e. 21 clear days' notice in writing, either by email or by post to those members who do not have email, stating the date, time, the electronic means, the agenda, the wording of any proposed motions and whether electronic and/or postal voting is to be used. All documents, reports, accounts, motions and voting forms are to be sent with the Notice of the meeting, with a deadline date set for receipt of all electronic and/or postal votes.
  - (iv) Where electronic and/or paper voting forms are used for approving reports, accounts, elections and motions, the number of votes returned shall be at least equal to the number of members required to form a quorum for the vote to be valid. The number of votes received shall form the quorum for the meeting. If insufficient votes are received then the vote shall be re-run in a similar manner as clause 5.2. The Chairman of the Meeting shall have a second or casting vote.
  - (v) The proceedings of a General Meeting held by electronic means shall not be invalidated due to technical issues which prevent any members joining such a meeting electronically, the non-receipt of electronic votes or by any delays in the postal services in the case of postal votes.

## **6. FINANCE**

- 6.1 All the income and property of the U3A shall be applied solely towards the objects of the U3A and none of it shall be paid or transferred in any way to its 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 U3A (other than a Committee member) and repayment of out-of-pocket expenses to members of the Committee in the course of the work of the U3A.
- 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 August in each year.
- 6.4 All proper costs, charges, and expenses incidental to the management of the U3A may be defrayed from the funds of the U3A.

6.5 No Committee member shall be liable for any loss to the property of the U3A arising by reason of any improper investment made in good faith (so long as the member shall have sought professional advice before making such an investment) or for the negligence or fraud of any agent so employed or by any other Committee member in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary 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 wilful and individual fraud, 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 the Trustees. In the event of the U3A disposing of any property, the Chairman or Treasurer and four other Trustees may act on behalf of the U3A.

**8. ALTERATION TO THE CONSTITUTION**

The provisions of this Constitution other than Clauses 2 and 9 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 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.

**9. DISSOLUTION**

The U3A may at any time be dissolved by a resolution passed by a two-thirds majority of those present and voting at any meeting of the said U3A of which at least twenty-one days' clear 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.

Revised 18 December 2020