

# **Heatons & Reddish u3a Constitution**

## **THIS IS A CHARITY IN ENGLAND AND WALES.**

**Registered Charity Number 1037772**

### **1. NAME**

The name of the Group shall be Heatons & Reddish u3a and it shall be constituted as an unincorporated Association. It is a member of The Third Age Trust (herein referred to as 'The Trust'). (Registered Charity Number 288007).

### **2. OBJECT**

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 the Heatons & Reddish and surrounding locality.

### **3. MEMBERSHIP**

3.1 All persons interested in supporting the objectives of Third Age Trust shall be admitted to membership provided they agree to abide by this constitution and any conditions of membership imposed by the Group.

3.2 A register of the names and addresses of the members is kept in accordance with the General Data Protection Regulation (GDPR) of May 2018.

### **4. MANAGEMENT**

4.1. The Management of the Group shall be invested in a Committee also known as Trustees whose duty it shall be to carry out the Group's policies and to provide for the administration, management and control of the affairs and property of the Group.

The Committee shall usually consist of up to 12 members:

- (i) Officers:
  - Chair
  - Vice-Chair
  - Secretary
  - Treasurer
  
- (ii) Committee members
  - Up to 8 members

(iii) The Committee may co-opt up to two other members for a period of one year on an annual basis.

4.2. The election of members of the Committee shall be held at the Annual General Meeting of the Group.

Nominations will be required each year for the following posts:

Chair  
Vice-Chair  
Secretary  
Treasurer

and eight other committee members.

Nominations shall be in writing and delivered to the Secretary by the 1<sup>st</sup> January each year. In the event of no nominations being received for any post, nominations may be accepted at the Annual General Meeting. Nominations shall include the names of the nominator and a seconder and the signature of the nominee consenting to nomination. Any vacancies remaining after the Annual General Meeting or arising, for whatever reason, during the year shall be filled by members appointed by the Committee. This is known as a casual vacancy.

4.3 Every committee member must be a paid up member of the charity.

4.4 Period of Office

The following posts shall be subject to a maximum period of 2 years:

Chair  
Vice-Chair

The following posts shall be subject to a maximum period of continuous membership of the committee of 5 years.

Secretary  
Treasurer  
Membership Secretary  
Group Co-ordinator

All other members of the Committee shall be subjected to a maximum period of continuous membership of the Committee of 3 years.

They will however be entitled to be nominated for a post subject to the five-year rule. For the avoidance of doubt, an individual who has served as a non-post holding member of the Committee is permitted to then serve up to that five year period in various post-holding roles.

When a committee member has served their term of office, there must be a break of one year before they may be re-nominated for a place on the Committee.

Therefore, in theory a committee member can serve for 8 years on the committee having been an ordinary member for 3 years and an officer for 5 years.

The period of office of any co-opted members of the Committee shall be determined by the Committee.

In the event of the Chair leaving the committee for whatever reason during their period of office, the Vice-Chair will take on the duties of the Chair until the election at the next AGM.

4.5 There shall be at least four Committee meetings a year and Special Committee meetings may be called at any time by the Chair or by any two members of the Committee upon seven clear days' notice being given to all the other Committee members of all the matters to be discussed.

4.6 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 Chair shall have a casting vote. The quorum for any committee meeting shall be five or one-third of the Committee whichever is the greater.

4.7 The proceedings of the committee shall not be invalidated by any defect in the appointment, election or co-option of any Committee member.

4.8 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 functions and powers as it thinks fit. Sub-committees shall report back to the Committee provided that all acts and proceedings shall be reported back fully and promptly to the Committee. No expenditure shall be incurred by any sub-committee on behalf of the Group without prior consent of the Committee.

4.9 The Secretary/Minutes Secretary shall keep minutes of the Committee, sub-committee and general meetings.

## 5. MEETINGS

5.1. The financial year of the Group shall end on the 31<sup>st</sup> December in each year and an Annual General Meeting (**AGM**) of members of the Group shall be convened as soon thereafter as is possible for the purpose of receiving the Annual Report and the accounts of the Group and of electing the Committee for the ensuing year and to consider any other business as may be necessary. At least fourteen clear days' notice shall be given in writing by the Secretary to the members.

5.2 On-line and hybrid general meetings.

(a) In exceptional circumstances, a General Meeting (whether an AGM or SGM) may be held that allows attendance in person or by suitable electronic means agreed by the trustees, in which each member may communicate with all the other members 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 (5.2), such a decision 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.

Where the committee determines that a general meeting is to be held by electronic means only, such a decision 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.

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.

If the meeting is to held solely by electronic means pursuant to clause (5.2), the place of the meeting shall be deemed to be the charity’s registered office address (usually the treasurer).

b) Voting

(a) Where a meeting is to 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.

(b) If a member is unable to join a physical meeting by electronic means, a ballot paper will be sent to them via post together with a return stamped addressed envelope.

(c) On line 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.

**5.3** No business shall be transacted at any General Meeting unless a quorum is present.

(a) A quorum is:

(i) 20 members entitled to vote upon the business to be conducted at the meeting;

(ii) one quarter of the total membership at the time,  
whichever is the greater.

(b) If:

(i) a quorum is not present within half an hour from the time appointed for the meeting; or

(ii) during a meeting a quorum ceases to be present,  
the meeting shall be adjourned to such time and place as the committee shall determine.

(c) the committee must re-convene the meeting and must give at least seven clear days’ notice of the re-convened meeting stating the date, time and place of the meeting.

(d) if no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

**5.4** A Special General Meeting (**SGM**) of the Group 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 of the Group stating the object of the meeting. A meeting held on such requisition shall be called by the Secretary of the Group, and the Secretary shall give to the other members fourteen clear days’ notice of such a meeting. There shall be a quorum when one-quarter of the members are present.

**5.5** The Chair of the Group shall be Chair of any Committee or general meeting at which they are present. In their absence the Committee shall elect a Chair. The Chair of the meeting shall have a casting vote.

**5.6** Accidental omission to give notice to any member shall not invalidate the proceedings of any general meeting.

## **6. FINANCE**

6.1. All the income and property of the local group shall be applied solely towards the objects of the Group and no portion thereof shall be paid or transferred in any way to any Committee member of the Group provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Group (other than a committee member) and repayment of out-of-pocket expenses to members or Committee members incurred in the course of the work of the Group.

6.2. There shall be an annual subscription for all members following a proposal by the committee, at a rate to be decided at the Annual General Meeting or at a Special General Meeting.

6.3. The Group shall have the power to collect and accept donations and to issue appeals for donations and to raise money by bequests or otherwise. Any monies raised or received may be retained by the Group and used at the discretion of the Committee of the Group. No form of permanent trading shall be undertaken in the raising of funds.

6.4. The Committee may appoint employees not being members of the Group as may from time to time be found necessary for carrying out the work of the Group and may fix their duties and remunerations.

6.5. All proper costs, charges and expenses incidental to the management of the Group may be defrayed out of the funds of the group.

6.6. The Treasurer shall keep accounts of all monies received and expended on account of the Group and shall present such accounts after examination in accordance with the requirements of the Charity Commission. The Examiner shall be elected at the Annual General Meeting.

6.7. 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 agent employed by him/her or by any other Committee member thereof although the employment of such an agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any Committee member hereof or by reason of any other matter or thing other than wilful and individual and fraud or wrongdoing on the part of the Committee member who is sought be made liable.

## **7. GENERAL DATA PROTECTION REGULATION 2018**

The Committee shall review the General Data Protection Regulation and Privacy Policy on an annual basis.

## **8. POWERS OF THE COMMITTEE**

All matters not provided for in this constitution relating to the Group and not involving an amendment to this constitution may be dealt with by the Committee.

## **9. ALTERATIONS TO THE CONSTITUTION**

9.1 The provisions of this constitution other than clauses 2, 10 and this clause may be amended with the assent of not less than two-thirds of the members of the Group present and voting at a Special Meeting of the Group. Twenty-one clear days' notice should be given in writing to the Group stating the intention to put forward such a resolution. No amendment shall be made which would cause the Group to cease to be a charity.

9.2 A copy of any resolution amending this constitution shall be sent to the Charity Commission and to 'The Trust' within twenty one days of it being passed.

## **10. DISSOLUTION**

The Group may at any time be dissolved by a resolution passed by three quarters majority of those present and voting at a meeting of the Group of which at least twenty-one clear days' notice stating the intention to put forward such a resolution shall have been sent to all members of the Group. If any assets remain after the satisfaction of all debts and liabilities, such property held by or in the name of the Group shall be transferred to such charitable institution or institutions having objects similar to the Group, as the Group shall decide.

**September 2022**

**Policies in place.**

If you require a printed copy please contact the Secretary.

1. General Data Protection Regulation (GDPR)
2. Privacy Policy
3. Equality, Diversity and Inclusion Policy
4. Legitimate Interest Assessment
5. Fire Regulations
6. Risk Assessment
7. Safeguarding
8. Complaints procedure
9. Disciplinary procedure
10. Incident Report Form