

Constitution FAQs February 2021 FINAL

1. Q. Do we need permission from the Trust to make changes to our constitution?

A. Yes, this is a condition of Trust membership. Please send a draft copy of your constitution for approval to: u3a.office@u3a.org.uk So that we can respond in good time please ensure that all proposed changes are highlighted in the constitution or listed on a separate sheet.

2. Q. Do we need permission from the Charity Commission to make changes to our constitution?

A. Only to make changes to Part 1 of the Model Constitution that includes the object clause or the dissolution clause. No amendment may be made to the Part 1 including Objects/Charitable Purposes clause, and/or the Dissolution clause without the prior consent in writing of the Commission and The Trust.

3. Q. Can the Committee make changes to the constitution without consulting their members?

A. No, your constitution is a legal document, which sets out the rules for running your u3a. Any changes in the constitution need to be accepted by quorate meeting of members voting at an AGM or EGM.

4. Q. Can we change the quorum?

A. Please contact the Trust if you want to look at changing your quorum size. An acceptable size of quorum will be dependent on the current size of your membership. Generally, 20% is acceptable but for very large u3as 10% may be more realistic. Reducing your quorum may mean that a very small number of people are able to make significant changes. E.g. a quorum of 5% if you have 100 members means only three out of five votes are required to obtain a simple majority and to pass a motion. Any change to your quorum agreed with the Trust would need to be passed at an EGM or AGM which would need to comply with the current quorum required, as stated in your current constitution.

5. Q. How many members should we have on our committee?

A. This will almost always be stated in your constitution. Our guidance is not less than 5 and not more than 15.

6. Q. No one has come forward for one or more of the Officer roles, can the current officers continue?

No not without changing your constitution at an AGM. You could consider asking the Officers to change roles, so that the Vice Chair becomes the Chair and the Chair becomes the Vice Chair for example.

7. Q. Can a committee member hold two roles on the committee, e.g. Chair and Secretary?

A. Officer roles can't be doubled up. However, two or more positions can be held if only one of them is an officer role. Officer roles are defined in the constitution and are usually the Chair, Vice Chair, Secretary and Treasurer.

8. Q. Can spouses/partners both be on the committee?

A. Spouses can both be on the committee, however it is not advisable that they both hold Officer roles.

9. Q. How can we use casual vacancies and co-options?

A. Casual vacancy clauses can be used when a committee member resigns mid-term leaving the number on the committee lower than the maximum allowed within the constitution. The committee can appoint a replacement without putting this to a member vote at the AGM . The person filling the vacant post can

only remain on the committee until the next AGM where they must either step down or be formally elected to the post at the AGM, in the standard way.

A co-option is when a member is asked to join the board for a fixed period of time, for example to facilitate a knowledge or experience gap or business requirement. A co-opted member does not need to be elected at the AGM. The number of co-options permitted will be stated in your constitution and not included in the maximum number of trustees permitted.

10. Q. Can we change the terms of office for Officers/Non-officers?

A. The term of office will be defined in your constitution. Any changes to this would require approval first from the Trust and would need to be put to a resolution at your AGM. Please be aware that the Charity Commission encourages charities to renew their trustee boards to take advantage of new and different skills.

11. Q. If new terms of office have been agreed at our AGM/SGM when does the tenure start?

A. This would commence at the AGM/SGM assuming all of the trustees agree to reset their terms. If not, or your current constitution states otherwise the previous length of terms apply.

12. Q. What is the maximum term a committee member can serve?

A. Good practice and the Charity Commission stipulates that there should be a turnover of committee membership within a charity. The terms of office will be stated in your constitution.

13. Q. Can a non-Officer stand for appointment as an Officer at the end of her/his fixed term of office? Can an Officer stand for appointment as a non-Officer at the end of her/his term of office?

A. First check what your constitution states on this matter, but in general a non-officer could stand for an officer role at the end of their term in office or visa-versa. In the Trust Model Constitutions (since the 2012 version) the constitution requires officers to take a 12 month break before taking on another officer post with a maximum period in office of 9 Years.

Precedent Clauses for Inclusion in the Constitutions of Local u3as

Online and hybrid general meetings

14. Q. Can we adopt these changes at the AGM, or do we need to hold an EGM/ SGM beforehand?

A. It depends when you AGM is. We recommend you look to adopt this clause as soon as reasonably practical. The Charity Commission dispensation is still in existence (allowing you to hold virtual meetings, even if this is not in your constitution) but may change with the easing of restrictions. If your AGM is not scheduled in the next couple of months, we recommend you consider holding a EGM/SGM.

15. Q. Do we have to adopt all clauses and as written?

The Trust has developed this wording with the solicitors so that we know it is legal and appropriate and covers all the various nuances which may arise. Our recommendation is that you do.

16. Q. We do not want to offer proxy voting, can we omit this clause?

A. If Proxy Voting is already in your constitution then you cannot remove this option now without seeking approval from your membership. The provision for proxy (e.g. postal) voting will be important for members who are not online – provision needs to be made to accommodate their votes and

contribution. Proxy votes are also added to your quorum within the precedent wording so help mitigate against holding meetings which are not quorate in future.

17.Q. Why can't we include postal voting instead of proxy voting?

A. Proxy voting includes postal voting, but also voting email. Proxy voting means giving your vote to a nominated person (the proxy e.g. a committee member) to vote on your behalf, in line with your wishes.

Adoption of 2021 Model Constitution

18. Q. Do we have to adopt the latest model constitution?

A. You do not have to adopt the latest model if your current constitution still meets your requirements. The latest version includes updated guidance related to proxy voting, electronic voting and holding Trustee meetings online. We recommend that you consider adopting the clauses in this latest version.

19. Q. Can we make changes to it?

A. Prior written consent is required from the Trust to amend any provision in this constitution. Please send a draft copy of the constitution highlighted with the proposed changes to: u3a.office@u3a.org.uk.

20. Q. What is the process for adopting it?

The process is to:

- Send the proposed changes to the Trust (and Charity Commission if applicable).
- Obtain Trust approval (and Charity Commission approval if applicable).
- Take the changes to the AGM or EGM for the members to vote to confirm.
- Send a copy of the finalised u3a to the Trust at u3a.office@u3a.org.uk.

21. Q. If clause 34. does not apply to us should we still sign the constitution with the date it was adopted?

A. Clause 34 notes in the model constitution that an existing u3a wishing to adopt this constitution may remove section 34 as it is not relevant to them.

22. Q. Our existing model states that "A member of the Executive Committee shall cease to hold office if he/she becomes an Officer or non-Officer member of the Executive Committee of any other u3a." Does this still apply?

A. Yes, see note to Clause 21. The Model Constitution that states that: '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 or any other local u3a.

23. Q. Our existing constitution allows for the election of an Honorary President. Can we include it in this constitution?

A. It would depend on what this role involves. In older Constitutions, Honorary President might be bestowed onto a founding member for example who would continue in this honorary role and attend special events. In this case this would not be required to be in your Constitution, it is an honour you are bestowing on a member for outstanding service or support.