

CONSTITUTION OF U3A SOUTH EAST LONDON

a member of the Third Age Trust as an unincorporated association
Registered Charity No. 1044428

1. NAME

The name shall be U3A South East London, (hereinafter referred to in this Constitution as the U3A).

2. OBJECTS

The objects of the U3A are:

To advance the education of the public and in particular the education of middle aged and older people who are not in full time gainful employment in South East London and the surrounding locality.

3. MEMBERSHIP

- i. All persons interested in supporting the objectives of U3A shall be admitted to membership provided they agree to abide by the conditions of membership properly imposed by the U3A, and to pay such annual subscription or portion thereof as shall be determined from time to time by the Committee.
- ii. Members may be asked to produce their membership card to gain admittance to meetings.
- iii. The committee may and for good reason terminate the membership of any individual if annual membership or other charges are unpaid by the due date or if the member acts in a way which is prejudicial to the U3A or to the running of the U3A or brings it into disrepute. The individual concerned shall have the right to be heard by the Committee accompanied by a friend who may also speak, or to make written representation before a final decision is made by the committee.

4. MANAGEMENT

- i. The elected Committee Members will be Trustees who are expected to comply with the requirements of the Charity Commission.
- ii. The management of the U3A shall be vested in a Committee consisting of at least five and not more than twelve fully paid up members whose duty it shall be to carry out its general policy and to provide for the administration, management and control of the affairs and property of the U3A.

- iii. Additionally, not more than two ordinary members may be co-opted by the committee and they shall have full voting rights.
- iv. Nominations to the Committee, duly signed by the nominee to indicate his/her consent, shall be proposed and seconded by two members of the U3A and delivered to the Secretary not later than fourteen days before the Annual General Meeting
- v. The election of Members of the Committee shall be held at the Annual General Meeting of the U3A.
- vi. If insufficient nominations are received to fill the vacancies for Committee Members, the Committee may as a last resort appeal to the assembled members at the Annual General Meeting 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 not less than two thirds of the members present for the request to be made.
- vii. The newly elected Committee shall take office at the conclusion of the Annual General Meeting and shall hold a committee meeting within ten days of their appointment.
- viii. At their first committee meeting the Members of the Committee shall elect from their number the Chair, Vice chair(s) and principal officers of the U3A.

If no member of the Committee is able to take on a principal role the committee may decide to elect two to share a role. The appointees' joint responsibilities and terms of office would be the same as if they were a single post holder.

Commencing from the 2012 Annual General Meeting Members of the Committee will be elected for a three year period and subsequently may stand for re-election for a further three years, when they must stand down for a period of at least one year. The Chairman may serve for a maximum of three years. During his/her term of office, the Chairman may stand for re-election to the Committee, regardless of his/her length of service to date.

- ix. 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.
- x. The quorum for any committee meeting shall be five or one third of the Committee whichever is the greater.
- xi. There shall be no fewer than four committee meetings each year.
- xii. The Committee may appoint sub-committees to which it may delegate such of its functions and powers to carry out on its behalf. Sub committees shall report back to the Committee as soon as possible on actions taken under delegated powers. At least one elected committee member must serve on each sub-committee. Any expenditure

incurred by any sub committee on behalf of the U3A must have prior approval from the Committee.

- xiii. The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any Member of any committee or sub-committee.
- xiv. 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 to all the other Committee Members of all matters to be discussed.
- xv. **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.
- xvi. The Secretary shall ensure that minutes are kept of all Committee and General Meetings.
- xvii. A member of the Committee shall cease to hold office if he/she:
 - (a) is disqualified from acting as a Member of the Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re- enactment or modification of that provision).
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs.
 - (c) is absent without the agreement of the Committee from three consecutive meetings.
 - (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 decision of the Committee.
 - (e) notifies the Committee in writing of their resignation.
- xviii. All paperwork and files relating to members, finance and confidential matters should be returned to the secretary or other appropriate officer, when a member leaves the committee for whatever reason.

5 ANNUAL AND SPECIAL GENERAL MEETINGS

- i. The financial year of the U3A shall end on the 31st March in each year, and a General Meeting of members of the U3A shall be convened as soon as possible thereafter for

the purposes of receiving the Annual Report, the accounts of the U3A, of electing the committee members and Examiner for the ensuing year, and to consider any other business as may be necessary. At least twenty-one clear days notice shall be given in writing by the Secretary to the members. There shall be a quorum when one tenth of the members or twenty members, whichever is the least are present.

- ii. Every individual member present shall have one vote.
- iii. Any resolution or motion will be carried by a majority vote.
- iv. Any member, or members, may propose a resolution to be discussed at the Annual General Meeting. Such resolution must be seconded by another member and submitted to the secretary at least fourteen days before the date of the annual General Meeting.
- v. 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 one-fifth or more of the members, stating the object of the meeting. A meeting held on such a requisition shall be called by the Secretary of the U3A giving other members fourteen days notice of such a meeting. There shall be a quorum when twenty members are present.
- vi. The chairman of the U3A shall be the Chairman of any Committee or General Meeting at which he/she is present. In his/her absence the members shall elect a Chairman for the meeting. The chairman for the meeting shall have a casting vote.
- vii. **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 5.viii(c).

(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.

viii. **Proxies**

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 5.iv

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.

ix. Accidental omission to notify any member shall not invalidate the proceedings of any General Meeting.

x. **Online and hybrid general meetings**

(a) 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 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.

(b) 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.

(c) 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.

(d) 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.

(e) If the meeting is to be held solely by electronic means pursuant to clause 5.viii (a) the place of the meeting shall be deemed to be the charity's registered office address.

(f) Proceedings at a general meeting held by electronic means pursuant to clause 5.x.(a) or a physical meeting at which procedures are put in place to allow members to attend electronically 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 5.vi is able to join the meeting successfully.

6. FINANCE

- i. All the income of the U3A shall be applied solely towards the objects of the said group 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 said group (other than a Committee Member) and a repayment of reasonable and proper out-of-pocket expenses to members or Committee Members incurred in the course of the work of the U3A.
- ii. A bank or building society account shall be opened in the name of the U3A. Withdrawals shall be made on the signature of any two of the Committee Members from the four previously nominated by the committee as signatories. One of these two should preferably be the Treasurer.
- iii. The U3A shall have the power to collect and accept donations and to issue appeals for donations and to raise money by bequests and otherwise. Any money raised and received will be retained by the U3A and used at the discretion of the committee. No form of permanent trading shall be undertaken in the raising of funds.
- iv. 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.
- v. The Treasurer shall keep accounts of all monies received and expended on behalf of the U3A and shall prepare reports for the committee and publish such accounts, duly examined, at the annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.
- vi. All property of the U3A shall be applied solely towards the objects of the U3A.
- vii. U3A property, may, with the agreement of the Committee, be kept on a temporary basis in a nominated member's home in pursuance of his/her designated role until such time as the Member's responsibility for that role ceases or the Committee requests the items return. The Member should take reasonable steps for the items safe keeping.
- viii. No Committee Member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him/her or by any other Committee Member or by reason of any mistake or omission made in good faith by any Committee Member or by reason of any other matter other than wilful and individual fraud or wrongdoing or actions knowingly beyond the scope of a specific authority or limit thereon on the part of the Committee Member in question.

7. POWERS OF THE COMMITTEE

All matters not provided for in this constitution relating to meeting the objects of the U3A, and not involving an amendment to this constitution, may be dealt with by the Committee.

8. ALTERATIONS TO THE CONSTITUTION

The provision of the constitution other than clauses 1,2 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

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 twenty-one 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 voting, the Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other such local charitable institution or institutions having objects similar to the Objects of the U3A as the members of the U3A may determine or to the Third Age Trust registered charity no. 288007. A copy of the statement of accounts for the final accounting period of the U3A must be sent to the Charity Commission.

10. ADOPTION OF CONSTITUTION

This Constituion was adopted by the membership at the Annual General Meeting
on Friday 26th March 2021 and I certify that this is a true copy.

Signed*Sue Mead*.....

Dated*26th March 2021*.....