

## Committee Report on Amendments to the Constitution

### Background

- (a) The u3a Trust recommends that all u3a's adopt the new 2021 model constitution. Our existing constitution is based on 2012 model (see Appendix A), so needed to be reviewed and modified in light of the Trust's recommendations.
- (b) At the last AGM on the 20 July 2022, the meeting voted to devolve powers to the trustees to determine the new constitution. However, on reviewing the constitution, members are not able to devolve powers to the committee for any constitutional changes, as this is not permitted by our existing constitution.
- (c) This meant we needed to go through the process of firstly reviewing and agreeing the new constitution at committee level, then obtain the Trust's agreement to any changes and now we need to agree the new constitution with the members at the AGM, before finally lodging a copy of the signed document with the Trust.
- (d) On reviewing the new 2021 model constitution there are quite a few changes from our existing constitution; most of a minor and legal nature clarifying matters – including the ability to have online and hybrid general meetings and proxy voting, but there are some which may impact the running of our u3a.
- (e) These changes have been detailed in Appendix B – Proposed new constitution (with full review), together with aspects clarified by the Trust. To review these, you need to click on the comments button in Appendix B and the comments will appear in the outer column on the right. Changes have been done in revision marking mode so all changes are easily identified.

### Constitution Review

It is recommended you review Appendix B, but for ease, the **key** changes and recommendations are summarised below.

#### 1. Object (Page 1. Clause 3)

It is highly recommended the proposed clause does not change as it meets the requirement of the Trust and the Charity Commission – both will need to grant permission if changed. This clause allows us to expand our activities to include non-retired people of an older age. The committee agreed that, in principle, we would accept people over 50 in full time work as members.

#### 2. Quorum (page 8. Clause 12 (b))

Our existing constitution requires a quorum of 20% at an AGM, for business to be transacted. The new Model Constitution reduces this to 10%. The Committee agrees.

### 3. Electronic Voting (Page 9. Clause 15)

The new Constitution provides the ability to carry out Electronic Balloting, which the committee agrees with.

### 4. Proxy voting (Page 9. Clause 15)

There is a new clause allowing proxy voting which the existing constitution does not provide for proxy voting. In principle, this is a good idea to include as it allows us the option of voting by proxy and is recommended by the Trust to include.

### 5. Officers and trustees – overall length of trusteeship 9 years (Page 11. Clause 16 (7))

Our existing constitution allows 6 years for officer roles and 3 years for non-officer roles, This new clause limits any one trustee, whether an officer or not, to **9 years in total**, even if there are gaps. Whilst this is an improvement, this may be considered quite restrictive for a small u3a such as ourselves where the u3a may not have sufficient members willing to continue the running of the u3a. The Trust have therefore agreed we can increase the total number of years a trustee can serve to 15 years. The Committee agrees with this recommendation.

### 6. Officers and trustees – overall length of trustee role 3 years (Page 11. Clause 16 (8))

Under the existing constitution, different officers and non-officers had different limitations on their period of service:

Chair – 3 years

Treasurer – 6 Years

Others – 3 years

The new model constitution gives much greater clarity and consistency of application where roles have to be changed every 3 years. The same role can be resumed after a gap of a year in-between.

Again, as we are a small u3a and therefore more limited in member resources, 3 years is very restrictive and could threaten the viability of our u3a, so the Trust have agreed this can be changed to 5 years, with the addition of the words; "If insufficient nominations are received to fill the vacancies for Officer(s) and/or Committee member(s), a majority decision can be taken by the trustees to ask the retiring officer(s)/member(s) to remain in post until the next AGM for a maximum of 1 year. This can only occur once, after which a new officer(s)/member(s) must be appointed." The Committee agrees with this recommendation.

### 7. Proceedings of trustees – Quorum numbers (Page 14. Clause 20 (8))

This clause changes the quorum required for trustee meetings from 3 members or 1/3rd to 2 members or 2/3rds. 1/3 may mean that a very small number of trustees are able to make significant changes and is too small, but 2/3 is a big jump, where easily 4 members

could be ill, have other appointments or be on holiday at the same time. This might prove restrictive to the smooth functioning of the committee, so we have proposed a quorum of 1/2 as a reasonable compromise. The Trust have accepted this.

## Conclusion

All amendments have been agreed with the Trust.

All other changes are in accordance with the Trust 2021 Model document.

We therefore recommend that the members approve the proposed new Constitution attached in Appendix B at the AGM on the 19<sup>th</sup> July 2023.

If you have any queries, please direct these to the Secretary

**23 May 2023**

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## Appendices

Appendix A – Existing Pontesbury & Rea Valley u3a constitution

Appendix B – Proposed new 2023 constitution (with full review)