

## **Constitution of the Redditch University of the Third Age (U3A)**

A member of the Third Age Trust as an un-Incorporated Association.

1. NAME - To identify the Redditch Branch the name shall be the Redditch U3A and where the symbols U3A appear in this document they shall refer to the Redditch branch unless otherwise stated.

2. OBJECTS - the objectives of the U3A are:

“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.”

3. POWERS -

- a) In furtherance of the above, the U3A may 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 subject to such consents as may be required by law.
- b) Publish books, pamphlets, reports, journals, films, videos, CD( s and instructional matter.
- c) Found and carry on schools and training courses and run lectures, seminars, conferences and courses.
- d) Encourage and assist in the formation and operation of area and regional groupings of other U3A groups.
- e) 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.
- f) Do all such other lawful things as may be necessary for the attainment of the above Objects or any of them.

4. MEMBERSHIP

- a) All persons interested in supporting the Objects of the Third Age Trust shall be admitted to membership at the the approval of the Committee and annual payment of the National Affiliation Fee together with a subscription to the Redditch branch, provided that they agree to abide by the Constitution and any conditions properly imposed by the Committee and conditions properly imposed by the insurers.
- b) Such fees to be submitted prior to the U3A Annual General Meeting.
- c) The U3A Committee may terminate membership if -
  - i. Membership fees are not renewed within one month following the Annual General Meeting, provided always that the individual concerned shall have the right to be heard by the Committee before a decision is made.

- ii. That the member acts in a way which is prejudicial to the U3A or brings it into disrepute PROVIDED that the individual concerned shall have the right to be heard by the Committee before a decision is made.
- d) Membership fees for new members who join the U3A after an Annual General Meeting shall consist of the National Affiliation Fee plus a proportion of the annual subscription due until the following Annual General Meeting.

## 5. MANAGEMENT -

The Management of the U3A shall be vested in a Committee consisting of the 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.

- a) A minimum of 21 days notice in writing or by electronic communication shall be given to members prior to the U3A Annual General Meeting.
- b) The Committee shall consist of a Chairman, Vice-Chairman, Treasurer, Secretary and Programme and Organising Secretary. The remainder of the Committee shall comprise of no less than two and no more than eight ordinary members except that the Committee shall have the power to extend the number of eight ordinary members provided the number is in realistic proportion to the membership of the U3A.
- c) The Chairman who shall be elected annually will not exceed three consecutive terms in office.
- e) If during a Committee's term of office its membership is not to capacity then the Committee is empowered to fill such vacancies by co-option, (*not more than two*). Such co-opted members may offer themselves for re-election at the following Annual General Meeting.
- f) Persons who are not members of the U3A but possessing special expertise may be invited to serve on the Committee; they shall not have voting rights and their term of service will expire at the following Annual General Meeting.
- g) The election of members to the U3A Committee shall be held at the U3A Annual General Meeting.
- h) Nominations to the Committee shall be in writing, proposed and seconded by two members, both in benefit, with signed agreement by the nominee, who shall have served at least twelve months as a member in benefit. Nominations to be delivered to the Secretary *at least twenty-eight days* prior to the Annual General Meeting.
- i) The newly-elected committee shall take office at the end of the Annual General Meeting.
- j) There shall be no less than four meetings of the Committee during its term of office.
- k) Committee members will be required to give a minimum of twenty-one days notice in writing to the Secretary should they wish to resign.
- l) Committee meeting matters shall be decided by a simple majority vote of Committee members present. In the case of an equality of votes the Chairman shall have a second or casting vote.

- m) To consider special issues the Committee may appoint sub-committees who will bring their deliberations and any conclusions to the main Committee for further discussion and/or ratification.
- n) The Quorum for any Committee meeting shall be one half of its membership.
- o) The proceedings of the Committee shall not be deemed invalidated by any defect in the appointment, election or co-option of any committee member or sub-committee member.

## 6. ANNUAL AND SPECIAL GENERAL MEETINGS

- a) The Annual General Meeting shall be held once in each year and not later than fifteen months after the preceding Annual General Meeting. At least 21 days notice shall be given in writing [or by electronic communication] to all members. A quorum shall be twenty percent of the paid up members. The business of the meeting shall include:
  - i. receiving and approving the Annual Report.
  - ii. receiving and approving the Annual Accounts
  - iii. electing a Chairman, Vice Chairman, Secretary, Treasurer, [two] Programme and organising Secretaries and members of the Committee.
  - iv. approving an examiner for the Accounts
  - v. considering proposals to alter the Constitution subject to the requirements of clause 10.
  - vi. voting on the level of the subscription fee. The Treasurer's recommendation - as approved or amended by the Committee - for the level of subscription for the following financial year will be approved or amended by the membership. Any changes will apply to the financial year following the AGM at which they are approved.
  - vii. considering any other business which has been published in the Agenda.
- b) A Special 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 members stating the object of the Meeting: a meeting held by such a requisition shall be called by the Secretary of the U3A giving the members fourteen days notice of such Meeting. There shall be a quorum when twenty percent of members are present. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened at the request of the members, shall be dissolved. In any other case, it shall be adjourned to another day and time as the Executive Committee may direct provided twenty-one days notice is given to members. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
- c) The Chairman of the U3A shall be Chairman of any Committee or General Meeting at which he/she is present. In absence, the Vice Chairman will preside, otherwise, the Committee shall elect a Chairman for the meeting. The Chairman of the Meeting shall have a casting vote.

- d) Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting or Annual General Meeting.
- e) Notices of meetings, documents and other communications from the U3A to a member may be sent by electronic communication provided the U3A wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to the U3A. It is the responsibility of that member to notify the U3A of any change to that address and to comply with any security and other procedures determined by the Executive Committee for such communications. A member may opt to return to hard copy communications at any time.
- f) Online and hybrid general meetings

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 [6f)], 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.

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.

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.

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.

If the meeting is to be held solely by electronic means pursuant to clause [6f)], the place of the meeting shall be deemed to be the charity's registered office address.

Proceedings at a general meeting held by electronic means pursuant to clause [6f)], or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause [6f)], 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 [6f)] is able to join the meeting successfully.

#### 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 [6f)].201209 Third Age Trust

##### (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.

#### Proxies

(1) 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 [6f)].

(2) 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.

#### 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.

## 7. FINANCE

- a) All income and property of the U3A shall be applied solely towards the Objects of the said U3A and none of it shall be paid or transferred in any way to its Committee members provided that nothing herein shall prevent payment in good faith of reasonable and proper remuneration to any Officer or Servant of the said U3A (other than a Committee Member) and repayment of reasonable and proper out of pocket expenses to members or committee members incurred in the course of the work of the U3A.
- b) A Bank or Building Society account shall be opened in the name of "The Redditch U3A" and withdrawals shall be made on the signature of two Committee Members, one of whom is a principal officer.
- c) 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 or 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 raising the funds.
- d) The financial year of the U3A shall end on the 31st of March in each year and not more than eight weeks later the Annual General Meeting shall be convened for the purpose of receiving reports by the Chairman and Treasurer; then electing a new Committee.
- [e) The annual subscription rate shall be discussed by the Committee before the AGM, taking account of the Treasurer's recommendation. Any proposed change made by the Committee as a whole will be subject to approval or amendment by a majority vote of the membership at the AGM.]
- f) 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.

- g) 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.
  - h) The Treasurer shall keep accounts of all monies received and expended on behalf of the U3A and shall prepare and publish such annual accounts at Annual General Meeting: all monetary transactions shall be made through properly authorised accounts in accordance with the Committee's directives.
  - h) It is a requirement that the U3A accounts are examined annually prior to the Annual General Meeting by an independent person qualified to do so or, a member of the U3A Committee with a member of the U3A who is not currently serving on the Committee.
  - i) No Committee member shall be chargeable or responsible for loss caused by any thing or act done or omitted by him/her or any agent employed by him/her or by any other Committee member provided reasonable supervision be exercised over such agent or by reason of any mistake or omission made in good faith by any other Committee member or by reason of any other matter or thing other than wilful and individual fraud or wrongdoing or wrongful omission on the part of the Committee member who is sought to be made liable.
  - j) The funds belonging to the U3A shall be applied only in furthering the charitable purposes.
8. POWERS OF THE COMMITTEE - 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.
9. PROPERTY - Any property of the U3A shall be vested in trustees appointed for this purpose or where the appointment of trustees is not appropriate shall be deemed to be held jointly by all members of the Committee.
10. ALTERATION TO THE CONSTITUTION - The provisions of this Constitution other than clause 2, 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 an intention to put forward such a resolution.
- N.B. no amendment shall be made which would cause U3A to cease to be a charity.
11. DISSOLUTION - The U3A may at any time be dissolved by a resolution passed by three-quarters majority of those present and voting at any meeting of the said U3A, of which twenty-one clear days notice shall be given stating an intention to put forward such a dissolution and 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 have decided.

