

# **THE UNIVERSITY OF THE THIRD AGE CONSTITUTION OF THE SPELTHORNE U3A K2.**

A member of the Third Age Trust as an Unincorporated Association

## **1. NAME**

The name shall be the Spelthorne U3A K2 (in this Constitution called the SU3A K2).

## **2. AIMS AND POWERS**

### **2.1 AIMS**

- 2.1.1 To promote the Objects of SU3A K2 within the scope of the resources available and the expertise of the membership of SU3A K2 so as:-
- (i) 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 Spelthorne and its surrounding locality.
  - (ii) to provide a forum for leisure time and recreational activities with the object of improving the conditions of life and social welfare of the above persons.

### **2.2 POWERS**

- 2.2.1 In furtherance of the above SU3A K2 may purchase, take on lease or in exchange hire or otherwise acquire and sell or dispose of real or personal property and any rights and privileges which SU3A K2 may think necessary for the promotion of the objects, subject to such consents as may be required by law.
- 2.2.2 Publish books, pamphlets, reports, journals, films, videos and instructional matter.
- 2.2.3 Found and carry on schools and training courses and run lectures, seminars, conferences and courses.
- 2.2.4 Encourage and assist in the formation and operation of area and regional groupings of other U3As.
- 2.2.5 Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of SU3A K2 or any of them and to hold funds in trust for the same.
- 2.2.6 Do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

## **3. MEMBERSHIP**

- 3.1 Membership of SU3A K2 shall be open to individuals who are in their Third Age and are interested in participating in and furthering the work of SU3A K2, provided that they agree to abide by this constitution and any membership conditions properly imposed by the Committee and to pay the annual subscription as determined by the Committee. No individual may be admitted to membership if the Committee considers that they do not meet these conditions.
- 3.2 The Committee may terminate membership of any member if:-
- 3.2.1 there is any money owed to SU3A K2 in respect of membership or other fees three months after the date on which they fall due.
  - 3.2.2 members act in a way which is prejudicial to SU3A K2 or brings it into disrepute: PROVIDED THAT the individual concerned shall have the right to be heard by the Committee before a final decision is made.

#### **4. MANAGEMENT**

- 4.1 The management of SU3A K2 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 SU3A K2.
  - 4.1.1 The Committee shall consist of at least seven and not more than fourteen members (excluding those who are co-opted) including the Principal Officers (Chairman, Vice-Chairman, Secretary and Treasurer).
  - 4.1.2 Not more than six ordinary members may be co-opted to the Committee: they shall have full voting rights and their term of office shall expire at the next following Annual General Meeting.
  - 4.1.3 Persons who need not be members may be invited by the Committee to serve because of their special expertise: they shall not have any voting rights and their term of office shall expire at the next following Annual General Meeting.
  - 4.1.4 No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Committee if they are currently serving as an Officer or non-Officer member of the Committee of any other local U3A.
- 4.2 The election of the Committee shall be held at the Annual General Meeting at which every individual member attending shall have one vote.
  - 4.2.1 Nominations to the Committee duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary not later than seven days before the Annual General Meeting of SU3A K2.
  - 4.2.2 The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
  - 4.2.3 There shall be no less than four Committee meetings a year.
  - 4.2.4 Officers shall serve for a period of one year and Committee members for a period of one year. Retiring Officers may stand for re-election provided that no one may hold the office of Chairman or Vice-Chairman for more than three consecutive years without an intervening period of at least one year, except that a retiring Vice-Chairman may stand immediately for the post of Chairman. Committee members may stand for re-election provided that their term of service is not more than four years, unless the Committee, despite its best efforts, had been unable to recruit replacement members.
  - 4.2.5 Committee members may resign office by giving not less than twenty-one days' notice to the Secretary or the Chairman. The Committee has power to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election.
  - 4.2.6 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 Chairman shall have a second or casting vote.
  - 4.2.7 The quorum for any Committee meeting shall be three or one-third of the Committee whichever is the greater.
- 4.3 Extraordinary 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 Committee members of all the matters to be discussed.

#### 4.4 Sub-committees.

- 4.4.1 The Committee may appoint sub-committees to which it may from time to time delegate the transaction of such matters and the performance of such acts as it thinks fit.
  - 4.4.2 The leader of the sub-committee may be appointed by the Committee or by the members of the sub-committee as the Committee shall determine.
  - 4.4.3 The Committee shall exercise supervision over the proceedings and acts of such sub-committees. The Principal Officers of the Committee shall be ex-officio members of all sub-committees with the right to attend any meeting of the sub-committees.
  - 4.4.4 Sub-committees shall report back to the Committee as soon as possible on actions taken under delegated powers.
  - 4.4.5 The life of each sub-committee shall be for such time as the Committee determines but the need for each shall be reviewed by the Committee at its first meeting following each Annual General Meeting.
  - 4.4.6 Membership of sub-committees shall expire at the conclusion of the next following Annual General Meeting but members may be reappointed by the new Committee.
- 4.5 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.
- 4.6 The Secretary shall ensure that minutes are kept of all Annual General Meetings, Extraordinary Meetings and Committee Meetings.

#### **5. ANNUAL AND EXTRAORDINARY MEETINGS**

- 5.1 The Annual General Meeting shall be held once in each year and not later than 30th November. At least twenty-one days' notice shall be given in writing to all members. A quorum shall be 20% of the paid up members. The business of the Annual General Meeting shall include:-
- 5.1.1 Receiving and approving the Annual Report.
  - 5.1.2 Receiving and approving the examined Accounts.
  - 5.1.3 Electing a Chairman, Vice-Chairman, Secretary, Treasurer and Members of the Committee.
  - 5.1.4 Appointing an Examiner for the Accounts who shall not be a member of the Committee.
  - 5.1.5 Considering proposals to alter the constitution subject to the requirements of Clause 9.
  - 5.1.6 Considering any other business which has been published in the Agenda.
- 5.2 An Extraordinary General Meeting of SU3A K2 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 SU3A K2 giving the other members twenty-one days' notice of such a meeting. There shall be a quorum when 20% of the members are present.

5.3 The Chairman of SU3A K2 shall be the Chairman of the Committee or the General Meeting at which he/she is present. In his/her absence the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.

5.3.1 All voting at a General Meeting shall be by a show of hands unless it is proposed and seconded by members and agreed by the meeting that voting on a specified issue shall be by secret ballot.

5.3.2 If a secret ballot is required votes shall be counted by scrutineers, who shall not be members of the Committee, appointed by the meeting.

5.4 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 SU3A K2 shall be applied solely towards the charitable purposes of the said U3A and none of it shall be paid or transferred in any way to its Committee members other than the repayment of reasonable and proper out-of-pocket expenses incurred in the course of their work for the U3A. A bank or building society account shall be opened in the name of Spelthorne U3A K2 and withdrawals shall be made on two signatures chosen from up to seven members of the Committee.

6.2 SU3A K2 shall have power to collect and accept donations and to issue appeals for donations and to raise money by request and otherwise. Any money raised and 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 the raising of funds.

6.3 The financial year of SU3A K2 shall end on 31st August each year.

6.4 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 SU3A K2 and may fix their terms and conditions of employment. For purposes of employment law the Committee shall be the employer.

6.5 All proper costs, charges and expenses incidental to the management of SU3A K2 and membership of the Third Age Trust may be defrayed from the funds of the U3A.

6.6 The Treasurer shall keep accounts of all monies received and expended on behalf of SU3A K2 and shall prepare 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.

6.7 No Committee member shall be chargeable or responsible for loss caused by any thing or act done or omitted to be done by him/her or any agent employed by him/her or by any other Committee member, provided reasonable supervision be exercised over any such agent, or by reason of any mistake or omission made in good faith by any 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.

## **7. PROPERTY**

Any property of SU3A K2 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.

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

All matters not provided for in this constitution relating to SU3A K2 and not involving an amendment to this constitution shall be dealt with by the Committee.

## **9. ALTERATION TO THE CONSTITUTION**

The provisions of this constitution other than Clauses 2 and 10 and this clause may be amended with the assent of not less than two-thirds of the members of SU3A K2 present and voting at a General Meeting of SU3A K2. 21 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).

## **10. DISSOLUTION**

SU3A K2 may at any time be dissolved by a resolution passed by a three-quarters (75%) majority of those present and voting, at any meeting of the said U3A 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 SU3A K2. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of SU3A K2 shall be transferred to the Third Age Trust Registered Charity No.288007.