

**CONSTITUTION OF THE TENTERDEN UNIVERSITY OF THE THIRD AGE (u3a)
A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION**

NAME

The name shall be The Tenterden u3a {in this constitution called the u3a}

2. OBJECTS AND POWERS

2.1 OBJECT

The object of the u3a is 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.

2.2 POWERS

- (i) in furtherance of the above the u3a may purchase, take on lease or in exchange hire and otherwise acquire and sell or
- (ii) 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
- {II) Publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter
- (iii) Found and carry on schools and training courses and run lectures, seminars, conferences and courses
- (iv) Encourage and assist in the formation and operation of area and regional groupings of other u3as
- (v) 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
- (vi) Do all such other lawful things as may be necessary for the attainment of the above Objects or any of them.

3. MEMBERSHIP

All persons interested in supporting the Objects of the Third Age Trust shall be admitted to membership at the approval of the Committee and upon payment of the annual sub-scription as determined by either the Committee or the membership at the Annual General Meeting provided that they agree to abide by this constitution and any conditions properly imposed by the Committee.

The Committee may terminate membership of any member if:

- (i) there is any money owed to the u3a in respect of membership or other fees after the time lapse approved by the Committee, namely 3 months
- (ii) that 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 final decision is made.

4. 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.

- 4.1
 - (i) The Committee shall consist of at least five and not more than ten members (excluding those who are co-opted) including the principal officers (Chairman, Vice-Chairman, Secretary and Treasurer). The principal officers shall be elected at an Annual General Meeting
 - (ii) Not more than two 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
 - (iii) Persons who need not be members may be invited by the Committee to serve because of their special expertise: they shall not have voting rights and their term of service shall expire at the next following Annual General Meeting
- 4.2 The election of members of the Committee shall be held at the Annual General Meeting of the u3a
 - (i) Nominations to the Committee duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary at a date specified by the Committee
 - (ii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting
 - (iii) There shall be no less than four Committee meetings a year
 - (iv) 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

- (v) In exceptional circumstances, the Committee may resolve to extend the period of office of the Chairman or Vice-Chairman for one period of up to twelve months
 - (vi) Committee members may resign office by giving not less than twenty-one days' notice in writing 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
 - (vii) 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
 - (viii) The quorum for any Committee meeting shall be three or one third of the Committee, whichever is the greater.
- 4.3 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 Committee members of all the matters to be discussed.
- 4.4 The Committee may appoint sub-committees to which it may from time to time - and for such time as it determines, delegate the transaction of such matters and the performance of such acts as it thinks fit, and the Committee shall exercise supervision over the proceedings and acts of such sub-committees. Sub-committees shall report back to the Committee as soon as possible on actions taken under delegated powers
- 4.5 The proceedings of the Committee shall not be invalidated by any defect in the appointment, ejection or co-option of any member of any committee or sub-committee
- 4.6 Meetings of the Committee or any subcommittee may be held in person or by electronic means agreed by the Committee.
- 4.7 The Secretary shall ensure that minutes are kept of all subcommittee, Committee and General Meetings.

5. ANNUAL AND SPECIAL GENERAL MEETINGS

- 5.1 The Annual General Meeting shall be held once in each year and not later than 15 months after the preceding Annual General Meeting. At least 21 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:
- (i) Receiving and approving the Annual Report

- (ii) Receiving and approving the examined accounts
 - (iii) Electing a Chairman, Vice-Chairman, Secretary, Treasurer and the members of the Committee
 - (iv) Appointing an examiner for the accounts
 - (v) Considering proposals to alter the constitution subject to the requirements of Clause 9
 - (vi) Considering any other business which has been published in the Agenda.
- 5.2 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 the other members 14 days' notice of such a meeting. There shall be a quorum when 20% of the members are present.
- 5.3 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 of the meeting shall have a casting vote.
- 5.4 Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- 5.5 A General Meeting (whether annual or special) may be held by electronic means agreed by the Committee if exceptional circumstances render it impossible to hold a General Meeting in person.
- 5.6 If a General Meeting is held by electronic means, the place of the meeting shall be deemed to be the u3a's registered office address.
- 5.7 Notices of meetings, documents and other communications from the u3a to a member may be sent by electronic communication provided the relevant member wishes to receive them 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 Committee for such communications. A member may opt to return to hard copy communications at any time.
- 5.8 Where the trustees determine that a General Meeting is to be held by electronic means, the determination shall be set out in the notice of General Meeting sent to members, with an explanation of the exceptional circumstances and details of how a member may participate in the Meeting.

- 5.9 Proceedings at a general meeting held by electronic means will not be invalidated by technical issues that prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum is able to take part in the meeting successfully.
- 5.10 Where a meeting is to be held by electronic means, the Committee may put in place an electronic balloting mechanism.
- 5.11 A member may appoint a proxy to attend a General Meeting and vote on his or her behalf. Proxies may only be validly appointed by notice in writing in a form determined by the Committee and communicated to all members at the same time as the notice of General Meeting.

6. FINANCE

- 6.1 All the 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 the 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.
- A bank or building society account shall be opened in the name of the u3a and withdrawals shall be made on the signature of two Committee members, one of whom is a principal officer.
- 6.2 The u3a shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest or 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 the u3a shall end on 31st March in each year and not more than eight weeks later the Annual General Meeting shall be convened for the purpose of receiving the Annual Report and examined accounts.
- 6.4 The Committee may appoint employees either permanently or for 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.
- 6.5 All proper costs, changes 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.

- 6.6 The Treasurer shall keep accounts of all the monies received and expended on behalf of the u3a 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 by 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 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.

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. 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 the u3a present and voting at a General Meeting of the u3a. 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

The u3a may at any time be dissolved by a resolution passed by a three quarters majority of those present and voting at any meeting of the said u3a of which at least 21 clear days' notice stating the intention to put forward such a resolution 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 Tenterden u3a shall be transferred to local Tenterden charities to be chosen by a Special General Meeting at Tenterden.