



**CONSTITUTION OF WIGTOWNSHIRE U3A**

**AN UNINCORPORATED ASSOCIATE MEMBER OF THE THIRD AGE TRUST.**

**FORMALLY ADOPTED BY THE MEMBERSHIP, IN ACCORDANCE WITH THIS DOCUMENT,**

**AT WIGTOWNSHIRE U3A ANNUAL GENERAL MEETING ON 27<sup>th</sup> February 2009 and subsequently amended at the ANNUAL GENERAL MEETING ON 22<sup>nd</sup> February 2013, subsequently at the EXTRAORDINARY GENERAL MEETING ON 25<sup>TH</sup> MAY 2018 AND subsequently amended at the SPECIAL GENERAL MEETING on 25<sup>th</sup> August 2023 updated and ratified at the ANNUAL GENERAL MEETING on 23<sup>rd</sup> February 2024.**

**1. NAME**

The name of the organisation is Wigtownshire University of the Third Age hereinafter referred to as Wigtownshire U3A.

**2. ADMINISTRATION**

Subject to the matters set out below, Wigtownshire U3A and its property shall be administered and managed in accordance with this constitution by the members of an Executive Committee, as defined by Clause 6 of this constitution.

**3. OBJECTIVES**

The Objectives of Wigtownshire U3A are: -

- 3.1 **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
- 3.2 **Provide facilities** for educational, social, and recreational activities for its members.

**4. POWERS**

In furtherance of the Objectives but not otherwise, the Executive Committee may exercise the following powers to: -

- 4.1 **Raise funds** and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- 4.2 **Receive** donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Objectives of Wigtownshire U3A, and to hold funds in trust for the same.
- 4.3 **Buy**, take on lease, or exchange any property necessary for the achievement of the Objectives and to maintain and equip it for use.

- 4.4 **Sell**, lease, or dispose of all or any part of the property of Wigtownshire U3A, subject to any consent required by law.
- 4.5 **Co-operate with other charities**, voluntary bodies, and statutory authorities operating in furtherance of the Objectives, or of similar charitable purposes, and to exchange information and advice with them
- 4.6 **Support any charitable trusts**, associations, or institutions formed for all or any of the Objectives.
- 4.7 **Appoint and constitute** such advisory committee as the Executive Committee may think fit.
- 4.8 **Organise** and run conferences, lectures, seminars, and courses.
- 4.9 **Publish** books, pamphlets, reports, leaflets, journals, and instructional materials and to produce films and videos.
- 4.10 **Participate in** and assist with the development of area and regional groupings of other U3As.
- 4.11 **Do all such other lawful things** as are necessary for the achievement of the Objectives.

## 5. MEMBERSHIP

5.1 Membership of Wigtownshire U3A shall be open to: -

5.1.1 Individuals who are retired or semi-retired, who are interesting in sharing in, and furthering the work of Wigtownshire U3A and who have paid the annual subscription, as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting.

5.1.2 Any corporate body or unincorporated association which is interested in furthering the work of Wigtownshire U3A, and has paid the annual subscription, provided that they agree to abide by this constitution and any conditions properly imposed by the Executive Committee.

5.2 Every individual member shall have one vote.

5.3 Each member organisation, having appointed an individual to represent it and informed the secretary of the details of such representation, shall be entitled to receive notice and attend General meetings of Wigtownshire U3A but shall have no voting rights.

5.4 The Executive Committee may and for good reason terminate the membership of any individual or member organisation, if annual membership or other fees are unpaid six weeks after the due date of January 1<sup>st</sup>, or if the member acts in a way which is prejudicial to Wigtownshire U3A or to the running thereof, or brings it into disrepute, provided that the individual concerned or the appointed representative of the member organisation concerned

shall have the right to be heard by the Executive Committee. Such representative may be accompanied by a friend or colleague who may also speak or make written representation before a final decision is made.

## **6. EXECUTIVE COMMITTEE**

The management of Wigtownshire U3A should be vested in an Executive Committee, consisting of members whose duty it is should be to carry out its general policy, and to provide for the administration, management and control of the affairs and property of Wigtownshire U3A.

### **6.1 Honorary Officers**

At the Annual General Meeting of Wigtownshire U3A the members should elect from amongst themselves a Chair, a Vice-Chair or Vice-Chairs, a Secretary and a Treasurer who should hold office from the conclusion of that meeting and a President, if the creation of such a post has been agreed at a General Meeting.

### **6.2 Executive Committee**

- 6.2.1 The Executive Committee should consist of not less than 5 and not more than 10 members being:
  - 6.2.1.1 The honorary officers specified in the preceding sub-clause.
  - 6.2.1.2 Not less than 1 and not more than 6 members elected at the Annual General Meeting who should hold office from the conclusion of that meeting.
- 6.2.2 The Executive Committee may in addition appoint not more than 2 co-opted members who should have full voting rights and have tenure until the next Annual General Meeting.
- 6.2.3 Persons who need not be members may be invited by the Executive Committee to service because of their special expertise. They should have no voting rights and their term of service should expire at the next Annual General Meeting.
- 6.2.4 Vacancies on the Executive Committee which arise through resignation or termination during the year, can be filled from the membership and such an appointee should complete the term of service of the member he or she is replacing and should be eligible for re-election in the prescribed manner at the next Annual General Meeting.
- 6.2.5 The proceedings of the Executive Committee should not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment, election or co-option of a member.
- 6.2.6 A member of the Executive Committee should cease to hold office if he or she:-

- 6.2.6.1 Is disqualified from acting as a member of the Executive Committee by virtue of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990, (or any statutory re-enactment or modification of that provision).
- 6.2.6.2 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- 6.2.6.3 Is absent without the agreement of the Executive Committee from 3 consecutive meetings and the Executive Committee resolve that his or her office be vacated.
- 6.2.6.4 Is subject to a vote of no confidence from the Executive Committee as a result of actions which bring Wigtownshire U3A into disrepute or conduct prejudicial to Wigtownshire U3A or failure to abide by the terms of this constitution or decisions of the Executive Committee.
- 6.2.6.5 Notifies in writing to the Executive Committee a wish to resign (but only if at least four members of the Executive Committee will remain in office when the notice of resignation is to take effect, which shall be at least 21 days from the receipt of the notification).

## **7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

- 7.1 The election of members of the Executive Committee should be held at the Annual General Meeting of Wigtownshire U3A.
- 7.2 The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- 7.3 Officers (Clause 6.1) should serve for a period of three years, and Committee members for a period of three years.
- 7.4 Retiring Officers and Committee Members may stand for re-election, provided that no-one may hold the office of Chair or Vice-Chair for more than one term of two consecutive years without an intervening period of at least one year, except that a retiring Vice-Chair may stand immediately for the post of Chair.
- 7.5 If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, the Executive Committee may as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present was 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.

7.6 In the event of no nominations being received for one or more of the Honorary Officer posts or no member of the newly elected committee being willing to take on one or more of the Officer positions a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next AGM.

## **8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 8.1 The Executive Committee shall hold at least 4 ordinary meetings each year.
- 8.2 A special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than seven (7) days' notice being given to other members of the Executive Committee of the matters to be discussed, unless it concerns the appointment of a co-opted member in which case not less than twenty one (21) days' notice must be given.
- 8.3 The Chair shall chair the meetings, and in his or her absence the Vice-Chair shall take over or if he or she is also absent, the Executive Committee shall choose one of their number to be Chair of the meeting before any business is transacted.
- 8.4 A President elected by Wigtownshire U3A shall not be a member of the Executive Committee and shall not have voting rights.
- 8.5 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- 8.6 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
- 8.7 The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committees and these minutes shall be available for inspection should a member request it.
- 8.8 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this constitution.
- 8.9 The Executive Committee may appoint sub-committees consisting of at least one member of the Executive Committee for the purpose of performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

- 8.10 No Executive 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 Executive Committee member or by reason of any mistake or omission made in good faith by any Executive Committee members 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 Executive Committee member in question.

## **9. FINANCE**

- 9.1 The funds of Wigtownshire U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of Wigtownshire U3A at such bank as the Executive Committee shall from time to time decide.
- 9.2 A minimum of three (3) members of the Executive Committee will be nominated and registered with the bank as approved signatories.
- 9.3 All cheques drawn on the account must be signed by two or the registered signatories.
- 9.4 The funds belonging to Wigtownshire U3A shall be applied only in furthering the Objectives.
- 9.5 No funds shall be transferred in any way to Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of pocket expenses incurred in the course of U3A work.
- 9.6 All proper costs, charges and expenses incidental to the management of Wigtownshire U3A and membership of the Third Age Trust may be defrayed from the funds of Wigtownshire U3A.
- 9.7 Wigtownshire U3A is responsible for the payment of approved expenses incurred by the representative of Wigtownshire U3a nominated to attend U3A in Scotland meetings. Should that representative accept election to the Executive Committee of U3A in Scotland, payment of expenses incurred in carrying out that post will be the responsibility of U3A in Scotland.
- 9.8 The financial year of Wigtownshire U3A shall end on 31<sup>st</sup> December in each year.

## **10. PROPERTY**

All property of Wigtownshire U3A shall be applied solely towards the Objectives of Wigtownshire U3A. Ownership of property is vested in Wigtownshire U3A and items may, with the agreement of the committee, be transferred on a temporary basis to a nominated members' home in pursuance of his/her designated role **until** such time as the member's tenure of office ceases or

the Executive Committee request its return. An inventory of all property owned by Wigtownshire U3A will be maintained by the Executive Committee.

## **11. ACCOUNTS**

The Executive Committee shall comply, as far as is practicable, with all good practice and legal obligations currently in force with regard to:-

- 11.1 The keeping of detailed accounting records for Wigtownshire U3A, which shall itemise all pertinent income and expenditure incurred.
- 11.2 The preparation of annual statements of account for Wigtownshire U3A prior to the AGM, inclusive of any explanatory notes deemed to be necessary.
- 11.3 The independent examination of the statements of account of Wigtownshire U3A.

## **12. ANNUAL GENERAL MEETING**

- 12.1 There shall be an Annual General Meeting of Wigtownshire U3A, which shall be held in the month of February in each year or as soon as practicable thereafter, but not later than 15 months after the preceding Annual General Meeting.
- 12.2 Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of Wigtownshire U3A. Inclusion of a notice of the date of the AGM within a programme given to all members in advance of this period shall be deemed to be sufficient notice of the AGM.
- 12.3 Any member of Wigtownshire U3A having paid his/her annual membership subscription by the due date shall be entitled to attend and vote at the meeting.
- 12.4 Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- 12.5 The Executive Committee shall present to each Annual General Meeting a Report by the Chair, the Secretary, the Representative to U3A Scotland, and the Treasurer. The last officer will include an Annual Statement of Accounts of Wigtownshire U3A for the preceding year for approval by the membership.
- 12.6 The Executive Committee shall seek approval for the appointment of the examiner for the accounts.
- 12.7 Nominations for election to the Executive Committee must be made by members in writing and should be in the hands of the Secretary of the Executive Committee at least 14 days before the Annual General Meeting. The approval of the nominated candidate should be obtained prior to nomination.
- 12.8 Should nominations exceed vacancies, election shall be by ballot.

- 12.9 Should insufficient nominations be received prior to the meeting, the Chair is empowered to request nominations, or volunteers from those members present at the AGM.
- 12.10 Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting, and any other business published in the agenda.

### **13. SPECIAL GENERAL MEETING**

The Executive Committee may call a Special General Meeting of Wigtownshire U3A at any time and if at least twenty (20) per cent of the members request such a meeting, in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one (21) days' notice shall be given. The notice must state the business to be discussed. There shall be a quorum when twenty (20) per cent of the members are present.

### **14. PROCEDURE AT GENERAL MEETING**

- 14.1 The secretary, or other person specifically appointed by the Executive Committee, shall keep a full record of proceedings at every General Meeting of Wigtownshire U3A.
- 14.2 There shall be a quorum when at least twenty (20) per cent of the number of members of Wigtownshire U3A are present at any General Meeting.
- 14.3 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 a suitable day and time as the Executive Committee may direct, provided twenty-one (21) days' notice is given to all 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.
- 14.4 The Chair of Wigtownshire U3A shall be the Chair of the General Meeting at which he or she is present unless the Executive Committee makes the decision to ask the President to preside.
- 14.5 If there is a tied vote the Chair or President should have a single casting vote.

### **15. ELECTRONIC COMMUNICATIONS**

Notices of meetings, documents and other communications from Wigtownshire 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.



**16. ALTERATIONS TO THE CONSTITUTION**

Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

**17. DISSOLUTION**

If the Executive Committee decided that it is necessary or advisable to dissolve the Wigtownshire U3A it shall call a meeting of all members of Wigtownshire U3A, of which not less than twenty-one (21) days' notice; stating the terms of the resolution to be proposed shall be given. If the proposal is confirmed by three quarters majority of those present and voting, the Executive Committee shall have power to realise any assets held by, or on behalf of, Wigtownshire U3A. 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 Objectives similar to the Objectives of Wigtownshire U3A, as the members of Wigtownshire U3A may determine, or to the Third Age Trust Registered Charity No. 288007.

Chair: Celia Heller Signed: K. Celia Heller

Vice-Chair: Mandy Heaton Signed: M Heaton

Secretary: Jean Rennie Signed: J. Rennie

Treasurer: Ann McCollum Signed: Ann McCollum

Signed as having been fully adopted by the membership.

Dated: 23<sup>rd</sup> February 2024