

Chichester U3A: Constitution

CHICHESTER U3A CONSTITUTION

Amended constitution of the Chichester U3A, a member of the Third Age Trust as an unincorporated Association, formally adopted on 16th October 2002. Amended on 20th October 2004. Amended on 18th October 2006. Amended at AGM on 19th June 2018. Amended at AGM on 16th May 2019.

I. Name

The name of the charity is Chichester U3A, hereafter referred to as The U3A.

2. Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Committee, constituted by clause 6 of this constitution.

3. Objects

The objects 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.

4. Powers

In furtherance of the objects, but not otherwise, the Committee may exercise the following powers:

- i) power to raise funds and to invite and receive contributions, provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- ii) power to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring all or any of the objects of The U3A, and to hold funds in trust for the same.
- iii) power to buy, take on, lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- iv) power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the charity.
- v) power to co-operate with other charities, voluntary bodies and such statutory authorities operating in furtherance of the objects or of similar charitable purposes, and to exchange information and advice with them.
- vi) power to support any charitable trusts, associations or institutions formed for all or any of the objects.

- vii) power to appoint and constitute such advisory committees as the Committee may think fit.
- viii) power to organise and run conferences, lectures, seminars and courses.
- ix) power to publish books, pamphlets, reports, leaflets, journals, instructional matter, and to produce films and videos.
- x) power to participate in, and assist in, the development of area and regional groupings of U3As.
- xi) power to do all such other things as are necessary for the achievement of the objects.

5. Membership

- i) Membership of the U3A shall be open to individuals who are interested in furthering the work of the U3A and who have paid the annual subscription as determined by the Committee and confirmed by the membership at an Annual General Meeting
- ii) Every member has one vote, which may be given either personally or by proxy. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which states the name and address of the member appointing the proxy; identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed; is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Committee may determine; and is delivered to The U3A in accordance with the Constitution and any instructions contained in the notice of the general meeting to which they relate.
- iii) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy may abstain from voting) on one or more resolutions.
- iv) Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- v) A person who is entitled to attend, speak or vote (either on a show of hands, or on a poll by voting card or whichever voting method is agreed by the Committee) at a general meeting, remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to The U3A on behalf of that person, as long as the proxy notice has been properly revoked. An appointment under a proxy notice may be revoked by delivering to The U3A a notice in writing given by, or on behalf of, the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- vi) The Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid after 3 months after the due date, or if 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, accompanied by a friend who may also speak or make written representation, before a final decision is made.

6. Committee

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.

- i) Honorary Officers:** At the Annual General Meeting of the U3A, the members shall elect from amongst themselves a Chairman, a Vice-Chairman, a Secretary and a Treasurer who shall hold office from the conclusion of the meeting.
- ii) Committee:** The Committee shall consist of not less than 5 and not more than 10 Members, being:
 - a)** The Honorary Officers specified in the preceding clause.
 - b)** Not less than 1 and not more than 6 Members elected at the Annual General Meeting, who shall hold office from the conclusion of that meeting.
- iii)** The Committee may in addition appoint not more than 2 co-opted Members who shall have full voting rights and have tenure until the next AGM.
- iv)** Persons - who need not be members - may be invited by the Committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next AGM.
- v)** Vacancies on the Committee which arise through resignations or termination during the year can be filled from the membership, and such an appointee shall complete the term of service of the member he/she is replacing and shall be eligible for re-election in the prescribed manner at the next AGM.
- vi)** The proceedings of the Committee shall 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.
- vii)** A member of the Committee shall cease to hold office if he/she:
 - a)** is disqualified from acting as a member of the committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
 - b)** by means of mental disorder, illness or injury preventing them from managing and administering his or her own affairs,
 - c)** is absent without permission of the Committee from 3 consecutive meetings, and the Committee resolve that his/her office be vacated,
 - d)** is subject to a vote of no confidence from the Committee as a result of actions which bring the U3A into disrepute or conduct prejudicial to the U3A or failure to abide by the terms of this constitution or decisions of the Committee,
 - e)** notifies in writing to the Committee a wish to resign (but only if at least 4 members of the Committee will remain in office when the notice of resignation is to take effect, which shall be at least 21 days from receipt of the notification).

7. Election of Officers/Committee Members

- i)** The election of members of the Committee shall be held at the AGM of the U3A.
- ii)** The newly elected Committee shall take office at the conclusion of the AGM.
- iii)** Officers and Committee Members shall serve a period of 1 year. Retiring Officers and Committee Members may stand for re-election provided that no one may hold office for more than 3 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.
- iv)** If insufficient nominations are received to fill the vacancies for Committee Members, the Committee may, as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present is 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.
- v)** In the event of no nominations being received for one or more of the Honorary Officer posts, a majority decision can be taken by the Committee to ask the retiring Officer to stay until the next AGM.

8. Meetings and Proceedings of the Committee

- i)** The Committee shall hold at least 4 ordinary meetings each year.
- ii)** A special meeting may be called at any time by the Chairman, or by any 2 members of the Committee, upon not less than 7 days' notice being given to other Members of the Committee of the matters to be discussed, unless it concerns the appointment of a co-opted member, in which case not less than 21 days must be given.
- iii)** The Chairman shall chair the meeting and in his/her absence the Vice-chairman shall take over, or if he/she is also absent the Committee shall choose one of their number to be Chairman of the meeting before any business is transacted.
- iv)** There shall be a quorum when at least one third of the Members of the Committee for the time being or 3 Members of the Committee, whichever is the greater, are present at the meeting.
- v)** Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question, but in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.
- vi)** The Committee shall keep minutes of the proceedings at meetings of the Committee and any sub-committees, and these minutes shall be available for inspection should a member request it, except that personally confidential information shall be deleted prior to this being done.

- vii) The 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.
- viii) The Committee may appoint sub-committees, consisting of at least 1 member of the Committee, for the purpose of performing any function or duty which, in the opinion of the 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 Committee.
- ix) No 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 Committee member, or by reason of any mistake or omission made in good faith by any Committee member, or by reason of any other matter other than wilful and individual fraud or wrong doing, or actions knowingly beyond the scope of a specific authority or limit thereon on the part of the Committee member in question.

9. Finance

- i) The funds of the U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the U3A, at such Bank or Building Society as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two authorised committee members.
- ii) The funds belonging to the U3A shall be applied only in furthering the objects.
- iii) No funds shall be transferred in any way to Committee members, providing 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.
- iv) 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.

10. Property

- i) All property of the U3A shall be applied solely towards the objects of the U3A.
- ii) Ownership of property is vested in the U3A and items may, with the agreement of the Committee, be transferred on a temporary basis to a nominated member's home in pursuance of his/her designated role until such time as the member's tenure of office ceases or the Committee request its return.

11. Accounts

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- i) the keeping of accounting records for the U3A, the financial year ending on 31st March.
- ii) the preparation of annual statements of account for the U3A.

- iii) the independent examination of the statements of account of the U3A, and
- iv) the transmission of the statement of account of the U3A to the Charity Commission (if over £10000).

12. Annual Report

The Committee shall comply with their obligations under the Charities Act 1993 [or any statutory re-enactment or modification of that Act] with regard to the preparation of an annual return and its transmission to the Commission.

13. Annual General Meeting

- i) There shall be an Annual General Meeting of the U3A, which shall be held in the month of May in each year or as soon as practicable thereafter, but not later than 15 months after the preceding AGM.
- ii) Every AGM shall be called by the Committee. The Secretary shall give at least 21 days' notice of the AGM to all the members of the U3A. All the members of the U3A shall be entitled to attend and vote at the meeting in person or by proxy.
- iii) Accidental omission to give notice to any member shall not invalidate the proceedings of any AGM.
- iv) The Committee shall present to each AGM the report and accounts of the U3A for the preceding year for approval.
- v) The Committee shall seek approval for the appointment of the Examiner for the accounts.
- vi) Nominations for election to the Committee must be made by members in writing and must be in the hands of the Secretary of the Committee at least 14 days before the AGM. Should nominations exceed vacancies, election shall be by show of hands. Any proposals to amend the constitution subject to Clause 16 shall be considered at the AGM, and any other business published in the agenda.

14. Special General Meeting

The Committee may call a Special General Meeting of the charity at any time and if at least 5.0% of the members, as determined by the number of members registered on the preceding 31st March, request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice shall be given. The notice must state the business to be discussed. There shall be a quorum of 5.0 % of the members present or voting by proxy.

15. Procedure at General Meetings

- i) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the U3A.

- ii) There shall be a quorum when at least 5.0% of the number of members of the U3A are present in person or by proxy at any General Meeting.
- iii) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. On any reconvened meeting, members present shall be the necessary quorum.
- iv) The Chairman of the U3A shall be the Chairman of the General Meeting at which he/she is present. If the Chairman is not present, the Vice-Chairman or another Committee member shall act as Chairman for this meeting.
- v) If there is a tied vote, the Chairman shall have a single casting vote.

16. Alterations to the Constitution

- i) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than 2/3rds of the number present in person or by proxy and voting at a General or Annual General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- ii) No amendment may be made to clause 1 (the name of the Charity), clause 3 (the objects), clause 17 (the dissolution), or this clause without prior consent in writing of the Commissioners.
- iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law. The Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

17. Dissolution

If the Committee decides that it is necessary or advisable to dissolve the U3A, it shall call a meeting of all members of the U3A, of which not less than 21 days' notice, stating the terms of the resolution to be proposed, shall be given. If the proposal is confirmed by a 2/3rds majority of those present in person or by proxy and voting, the Committee shall have the power to realise any assets held by or on behalf of the Charity. 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 objects similar to the Objects of The U3A as the members of the U3A may determine, or to the Third Age Trust Registered Charity No 288007. A copy of the statement of accounts or account and statement, for the final accounting period of the U3A must be sent to the Charity Commission.