

**CONSTITUTION OF
THE BAKEWELL AND AREA UNIVERSITY OF THE THIRD AGE
A MEMBER OF THE THIRD AGE TRUST
AS AN UNINCORPORATED ASSOCIATION**

1. NAME The name shall be THE BAKEWELL AREA U3A in this constitution called 'The U3A'

2. OBJECTS & POWERS

2.1. Objects: 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

2.2.1. 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 such contents as may be required by law.

2.2.2. Publish books, pamphlets, reports, leaflets, 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 U3A's

2.2.5. 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.

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. 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 subscription 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.

3.2. The Committee may terminate membership of any member if:-

- There is any money owed to the U3A in respect of membership or other fees after the time lapse approved by the Committee;
- 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.

4. MANAGEMENT

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

4.1.1. The Committee shall consist of at least five and not more than twelve members including the Principal Officers (Chair, Vice-Chair, Secretary, Treasurer). The Principal Officers shall be elected at the Annual General Meeting

4.1.2. 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 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 voting rights and their term of service shall expire at the following Annual General Meeting

4.2. The Election of members of the Committee shall be held at the Annual General Meeting of the U3A

4.2.1. Nominations to the Committee duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary by a date specified by the Committee

4.2.2. The newly elected Committee shall take office at the conclusion of the Annual General Meeting

4.2.3. Officers shall serve for a period of three [3] years and Committee members for a period of three [3] years. Retiring officers may stand for re-election provided that no-one may hold the office of Chair or Vice-Chair for more than six [6] 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. Other Committee members may stand for re-election.

4.2.4. Committee members may resign office by giving not less than twenty-one [21] days notice in writing to the Secretary or Chair. The Committee has power to fill the 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

4.2.5. The officers and all other members of the Committee shall be trustees of the U3A.

4.3. The conduct of the Committee Meetings shall be as follows:-

4.3.1. There shall not be less than four [4] Committee meetings a year.

4.3.2. At Committee meetings matters shall be decided by a simple majority of votes of Committee members present. In case of an equality of votes the Chair shall have a second or casting vote.

4.3.3. The quorum for any Committee meeting shall be three [3] or one third of the Committee whichever is the greater.

4.3.4. Special Committee meetings may be called at any time by the Chair or by any two members of the Committee upon seven [7] clear days notice given to all the Committee members of all the matters to be discussed.

4.3.5. 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.

4.3.6. 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 subcommittee.

4.3.7. The Secretary shall ensure that minutes are kept of all sub-committee, 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 AGMs and SGMs the quorum shall be 10% or at least 35 [whichever is the lesser] of the paid up membership. At least 21 days' notice shall be given in writing to all members.

5.2 If: (a) a quorum is not present within half an hour from the time appointed for the meeting; or (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine. The Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.

5.3 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

5.4. The business of the Annual General Meeting shall include:-

- 5.4.1. Receiving and approving the Annual Report
- 5.4.2. Receiving and approving the examined accounts
- 5.4.3. Electing a Chair, Vice-Chair, Secretary, Treasurer and the members of the Committee, as necessary
- 5.4.4. Appointing an examiner for the accounts
- 5.4.5. Considering proposals to alter the constitution subject to the requirements of Clause 11
- 5.4.6. Considering any other business which has been published in the Agenda.
- 5.5. 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 members 14 days notice of such a meeting. There shall be a quorum when 20% of the members are present.
- 5.6. The Chair of the U3A shall be the Chair of any Committee or General Meeting at which he/she is present. In his/her absence the members shall elect a Chair for the meeting. The Chair of the meeting shall have a casting vote.
- 5.7. Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.

6 ONLINE AND HYBRID MEETINGS

6.1 A general meeting (whether an annual general meeting or a special general meeting) and a Committee Meeting may be held in person or by suitable electronic means agreed by the Committee in which each participant may communicate with all the other participants. Where the Committee determine that a general meeting is to be held by electronic means pursuant to this clause 6, 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.

6.2 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.

6.3 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.

6.4 Where a general meeting is to be held in person, the committee 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 or by proxy and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.

6.5 Proceedings at a general meeting held by electronic means pursuant to clause 6.1, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 6.4, 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 5.1 is able to join the meeting successfully.

7 VOTING BY PROXY

7.1. A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 7.2. Provided that the proxy does attend the meeting, the person appointing the proxy shall count towards the quorum for that meeting.

7.2 Proxies

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 Committee may determine; and

(d) is delivered to the Committee at least 24 hours prior to the identified meeting.

7.3 The Committee may from time to time determine the form in which Proxy Notices should be submitted to The U3A in advance of any general meeting.

7.4 In this constitution, "in writing" includes email and other electronic means providing a persistent record of the notice.

7.5 A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

8. FINANCE

8.1. 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 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.

8.2. A bank or building society account shall be opened in the name of the U3A and withdrawals shall be made on the approval of two Committee Members one of whom is a principal officer.

8.3. 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 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.

8.4. The financial year of the U3A shall end on 31st December each year and the Annual General Meeting shall be convened not more than 4 calendar months later for the purpose of receiving the Annual Report and examined Accounts.

8.5. 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.

8.6. All proper cost, 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.

8.7. The Treasurer shall keep accounts of all 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.

8.8. 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 any reason of any other matter or thing other than a wilful and individual fraud or wrongdoing or wrongful omission on the part of the Committee Member who is sought to be made liable.

9. PROPERTY

9.1. Any Property of the BAKEWELL AREA U3A shall be deemed to be held jointly by all members of the Committee

10. POWERS OF THE COMMITTEE

10.1. An officer of the U3A can be removed from the Committee by a unanimous decision of the other members of the Committee on the ground that the officer is believed to be temporarily or permanently incapable of fulfilling his/her responsibilities to the U3A.

10.2. 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

11. ALTERATION TO THE CONSTITUTION

11.1. The provisions of this constitution other than Clause 2 & 12 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 GM of the U3A. Twenty-one [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.

12. 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 general meeting of the said U3A of which at least twenty-one [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 the U3A shall be transferred to one or more existing U3As chosen by the Committee and operating in Derbyshire or adjacent areas.