



University of the Third Age Orpington Constitution

A MEMBER OF THE THIRD AGE TRUST
AS AN UNINCORPORATED ASSOCIATION

March 1998

As amended January 2006, January 2007, September 2011, January 2014, January 2019, January 2022.

1. NAME

The name shall be **Orpington u3a** (in this Constitution called 'the u3a')

2. OBJECTS & POWERS

2.1 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.

2.2 POWERS

In furtherance of the above the u3a may:

- (i) purchase, take on lease or in exchange hire and otherwise acquire and sell or 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 out 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 u3a's;
- (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

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 the Committee and confirmed by 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:

- (i) there is any money owed to the u3a in respect of membership or other fees after two 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 and Committee members may stand for a term of three years. After this period, they may stand for one further term of three years. There must be a period of at least 12 months before any officer or committee member may stand for re-election to the committee, (except that to maintain continuity no more than half the committee should resign in any year) The Chairman should be selected from members of the committee if possible.
- (v) 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;
- (vi) 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.
- (vii) 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, 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 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 least 21 days' notice shall be given in writing to all members. A quorum shall be one hundred paid-up members, or ten per cent of the paid-up membership, whichever is the fewer.

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 the requisition signed by one hundred paid up members, or 10% of the membership whichever is the fewer, 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 there are present one hundred paid up members, or 10% of the paid-up membership, whichever is the fewer.
- 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.

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 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 the u3a shall end on such date as the Committee shall decide 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 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.

6.5 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.

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 anything 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 liable.

6.8 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 the 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.

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.

If the meeting is to be held solely by electronic means pursuant to clause 10(3)c, the place of the meeting shall be deemed to be the charity's registered office address.

7. PROPERTY

Any property of the Orpington 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 Clause 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. Twenty-one 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 twenty-one 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 The Third Age Trust Registered Charity No. 288007.