

SOUTH BUCKS U3A

**CONSTITUTION OF THE SOUTH BUCKS U3A AN UNINCORPORATED MEMBERS ASSOCIATION
AND A MEMBER OF THE THIRD AGE TRUST**

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER: 1029873

The constitution was adopted by the membership at the AGM held on 20th June 2023.

Amendments adopted by the membership at the AGM held on 20th June 2023:

- (i) Under Clause 16, Sub-clause (iii) present 'in person or by proxy' has been added to allow voting by proxy.
- (ii) Under Clause 16, new Sub clause (iv) added to cover voting by proxy. Subsequent sub-clauses renumbered.
- (iii) Under Clause 16, Sub-clause (v) (old sub-clause iv) correction 'to be' added.
- (iv) Under Clause 15, new Sub-clause (iii) added with Proxy Notice requirements. Subsequent sub-clauses renumbered.

I certify that this is a true copy



SignedKeith Searing.....Chair of the Meeting.

Date of Certification11th July 2023.....

1. NAME

The name of the charity is South Bucks 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 Executive Committee, constituted by clause 6 of this constitution.

3. CHARITABLE PURPOSE

The Charitable Purpose 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.

4. POWERS

In furtherance of the Charitable Purpose but not otherwise, the Executive Committee may exercise the following powers:

- (i) Power to 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.
- (ii) Power to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Charitable Purpose of The U3A and to hold funds in trust for the same
- (iii) Power to buy, take on lease or in exchange any property necessary for the achievement of the Charitable Purpose 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 statutory authorities operating in furtherance of the Charitable Purpose 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 Charitable Purpose.
- (vii) Power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- (viii) Power to organise and run conferences, lectures, seminars, courses.
- (ix) Power to publish, supply and make available books, pamphlets, reports, leaflets, journals, instructional material, educational materials and aids of all kinds, whether in printed, electronic or any other forms.
- (x) Power to associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust in any way.
- (xi) Power to do all such other lawful things as is appropriate for the achievement of the Charitable Purpose.

5. MEMBERSHIP

- (i) Membership of The U3A shall be open to individuals who are in their Third Age (being the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) and are interested in participating in and furthering the work of The U3A, provided that they agree to abide by this constitution and any membership conditions properly imposed by the Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual or Special General Meeting.
- (ii) Membership shall be subject to the approval of the Executive Committee and members shall abide by this constitution.
- (iii) Every individual member shall have one vote and shall observe any membership conditions.
- (iv) The Executive Committee may for good reason terminate the membership of any individual if annual membership or other fees are unpaid 30 days after the due date, or if the member acts in a way which is prejudicial to The U3A or to the running of The U3A or brings it into disrepute provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend acting in their personal capacity who may also speak, or make written representation before a final decision is made.

6. EXECUTIVE COMMITTEE

The management of The U3A shall be vested in an Executive Committee, which shall be the governing body of The U3A and its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of The U3A, may exercise all the powers of The U3A and shall deal with the administration, management and control of the affairs and property of The U3A.

- (i) **Officers**
The officers shall comprise chair, not more than 2 vice chairs, secretary and treasurer who will be appointed by the elected committee at their first meeting held after the AGM. An individual can serve an initial 3 years, but no more than six consecutive years in any Officer role.
- (ii) **Executive Committee**
The Executive Committee shall consist of not less than 5 members and not more than 10 members elected at the Annual General Meetings who shall hold office from the conclusion of that meeting and shall include the officers specified in the preceding clause. Non-Officer members are elected for a term of 3 years and may stand for immediate re-election.
- (iii) The Executive Committee may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting. At that meeting a retiring co-opted member could be proposed for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution, provided always that an individual cannot be co-opted more than three times in succession.
- (iv) The Executive Committee may fill any vacancy arising amongst the Officers or the non-Officer Executive Committee members, until the following Annual General Meeting. Any such appointee must be a member of The U3A. A person so appointed, who shall have full voting rights, must stand for appointment to a first full term at that meeting.
- (v) The proceedings of the Executive 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.

- (vi) A member of the Executive Committee shall cease to hold office if he or she:
 - a) is disqualified from acting as a member of the Executive Committee by virtue of charity law
 - b) becomes incapable by means of mental disorder, illness or injury of managing and administering his or her own affairs.
 - c) is absent without the permission of the Executive Committee from 3 consecutive meetings and the Executive Committee resolve that his or her office be vacated.
 - d) is subject to a vote of no confidence from the Executive 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 Executive Committee.
 - e) 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).
 - f) ceases to be a member of The U3A.
 - g) becomes an officer or non-officer member of the Executive Committee of any other U3A.
- (vii) An individual may only serve in one officer role at a time

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- (i) The election of members of the Executive Committee shall be held at the Annual General Meeting of The U3A.
- (ii) The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- (iii) Committee members shall serve for a term of 3 years before having to stand for re-election at the AGM on expiry of that term. A retiring committee member may be re-elected provided s/he remains a member of The U3A. A person may not serve more than three consecutive terms as a member of the executive committee.
- (iv) If insufficient nominations are received to fill the vacancies for 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. 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 members of the newly elected Committee being willing to take on one of the Officer positions a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until a replacement can be found.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall hold at least 4 ordinary meetings each year.
- (ii) 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 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 days must be given.
- (iii) 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.
- (iv) There shall be a quorum when at least one third of the numbers 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.
- (v) 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.
- (vi) 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.
- (vii) 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.
- (viii) 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.

- (ix) 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 member 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.
- (x) A meeting of the Executive Committee may be held in person or by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all other participants.

9. FINANCE

- (i) The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of The U3A at such bank as the Executive Committee shall from time to time decide. The Executive Committee shall determine the financial controls and procedures to be followed by The U3A, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times. All cheques drawn on the account must be signed by 2 Executive Committee members.
- (ii) The funds belonging to The U3A shall be applied only in furthering the Charitable Purpose.
- (iii) 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.
- (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 Charitable Purpose of The U3A. 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 the his/her designated role until such time as the member's tenure of office ceases or the Executive Committee request its return.

11. ACCOUNTS

The Executive Committee shall comply with their obligations under charity law with regard to:

- (i) the keeping of accounting records for The U3A;
- (ii) the preparation of annual statements of account for The U3A;
- (iii) the independent examination of the statement of accounts of The U3A;
- (iv) the transmission of the statements of account of The U3A to the Charity Commission, where applicable.

12. ANNUAL REPORT

The Executive Committee shall comply with their obligations under charity law 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 on such date as the Executive Committee may determine in each calendar year.
- (ii) 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 the members of The U3A. All the members of The U3A shall be entitled to attend and vote at the meeting.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of any Annual General or Special General Meetings.
- (iv) The Executive Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.
- (v) The Executive Committee shall seek approval for the appointment of the examiner for the accounts.

- (vi) Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary of the Executive Committee at least 28 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- Any proposals to amend the constitution subject to clause 17 shall be considered at the Annual General Meeting and any other business published in the agenda.

14. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of the charity at any time and if at least 10% of the members 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 when 10% of the members are present.

15. PROCEDURE AT ANNUAL AND SPECIAL GENERAL MEETINGS

- (i) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- (ii) There shall be a quorum when at least 10% of the number of members of The U3A is present at any General Meeting.
- (iii) A member may appoint any other member as a proxy to attend a general meeting and vote on his or her behalf. Proxies may only be appointed by a Proxy Notice in writing which identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed. This can be done by an email from the registered email address of the absent member, be sent to the secretary a week prior to the meeting and copied to the proxy member's registered email. The Executive Committee may indicate in the meeting calling notice if there is any change to the submission and validation of proxy notices.
- (iv) 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 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.
- (v) The Chair of The U3A shall be the Chair of the General Meeting at which he/she is present.
- (vi) If there is a tied vote the Chair should have a single casting vote.

16. ON LINE AND HYBRID MEETINGS

- (i) A general meeting (whether an annual general meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the Executive Committee, in which each participant may communicate with all other participants, either directly or through the Chair. Where the Executive Committee determine that a general meeting is to be held using electronic means pursuant to this clause, such determination shall be set out in the notice of the general meeting sent to members, together with details of how a member may participate in such a meeting.
- (ii) For the purposes of this clause "exceptional circumstances" means circumstances which in the reasonable opinion of the Executive Committee, render it impossible to hold an effective general meeting in person, or by combination of meeting in person and through electronic means.
- (iii) Where a general meeting is held in person, the Executive Committee may, if they deem it appropriate, set out a procedure 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.
- (iv) Where a general meeting is held solely in person members physically present in person or by proxy will count towards the quorum of the relevant meeting.
- (v) If the meeting is to held solely by electronic means pursuant to this clause, the place of the meeting shall be deemed to be at the address at which the Executive Committee last met prior to this general meeting.
- (vi) Proceedings at a general meeting held by electronic means pursuant to this clause, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to this clause, 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 15 (ii) is able to join the meeting successfully.

- (vii) Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the Executive Committee may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote, as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of the meeting will set this out.'

17. 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 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.
- (ii) No amendment may be made to clause 1 (the name of the charity) clause 3 (the Charitable Purpose clause) clause 18 (the dissolution clause) or this clause without the 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 Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

18. DISSOLUTION

If the Executive 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 three quarters majority of those present and voting the Executive Committee shall have 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 a Charitable Purpose similar to the Charitable Purpose 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.