

## The CONSTITUTION of the SOUTH MOLTON UNIVERSITY OF THE THIRD AGE (u3a)

### 1. NAME

The name shall be **South Molton u3a** which is a Charity registered with the Charity Commission of England and Wales as **South Molton University of the Third Age** and which is affiliated to The Third Age Trust in the UK.

### 2. OBJECTS & POWERS

#### 2.1 OBJECTS

The Objects of South Molton u3a are:

- i) 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 activities conducive to learning and to personal development, in South Molton and its surrounding locality.

#### 2.2 POWERS

- i) In furtherance of the above South Molton u3a may 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 South Molton u3a may think necessary to 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 on 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 u3as.
- v) Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of South Molton u3a or any of them and to hold funds in trust for the same.
- vi) Do all such 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 the membership of any member if:

- i) there is any money owed to South Molton u3a in respect of membership or other fees after two months from the end of the previous financial year.
- ii) that member acts in a way which is prejudicial to South Molton 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

4.1 The management of South Molton 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 South Molton u3a.

- 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, Business Secretary, Treasurer and Membership Secretary).
- ii) Not more than two (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 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 the Principal Officers and Committee Members shall be held at the Annual General Meeting of South Molton u3a. Nominations for each post duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary at a date specified by the Committee. The newly elected Principal Officers and Committee Members shall take office at the conclusion of the Annual General Meeting.
- i) The Principal Officers and Committee Members shall be fully paid up Members of South Molton u3a and shall be elected annually from amongst the Members at each AGM.
  - ii) The Principal Officers and Committee Members shall serve for a period of one year but may then stand for re-election if they so wish. The Chairman shall serve for a maximum period of three (3) years and must then stand down but may seek re-election to the committee. A retiring Chairman may be re-elected as Chairman after an intervening period of at least one (1) year.
  - iii) Committee Members may resign office by giving not less than twenty-one (21) 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.
  - iv) 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.
  - v) The quorum for any Committee meeting shall be three (3) or one third of the Committee whichever is the greater subject to the fact that at least one of the Principal Officers shall be part of any quorum formed who will act as the meeting Chairman.
  - vi) There shall be no less than four (4) Committee meetings a year.
- 4.3 Special Committee meetings may be called at any time by the Chairman or by any two (2) members of the Committee upon seven (7) clear days notice being given to all the Committee members of all the matters to be discussed.
- 4.4 Subject to Clause 4.2.v a Committee meeting may be held by suitable electronic means agreed by the members of the Committee where each participant may communicate with all the other participants.
- 4.5 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.
- 4.6 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 sub-committee.
- 4.7 The Secretary shall ensure that minutes are kept of all sub-committee, Committee and General Meetings.
- 4.8 The Committee shall use National u3a Policies & Guidance Notes, in whole or in part, as the basis for their own u3a Policies and Guidance Notes that shall form part of the management of South Molton u3a.

## 5. ANNUAL AND SPECIAL GENERAL MEETINGS

- 5.1 The Annual General Meeting shall be held once in each year and not later than fifteen (15) months after the preceding Annual General Meeting. At least twenty-one (21) days notice shall be given in writing to all members. A quorum shall be twenty percent (20%) of the paid up members. The business of the Annual General Meeting shall include:-
- i) Receiving and Approving the Annual Report.
  - ii) Receiving and Approving the Certified Accounts.
  - iii) Electing the members of the Committee.
  - iv) Appointing a person other than a member of the Committee to Certify 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 South Molton 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 South Molton u3a giving the other members fourteen (14) days notice of such a meeting. There shall be a quorum when twenty percent (20%) of members are present.

- 5.3 The Chairman of South Molton 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.
- 5.5 Under exceptional circumstances a general meeting (whether an Annual General Meeting or a Special General Meeting) may be held that allows attendance by suitable electronic means agreed by the Committee in which each participant may communicate with all the other participants either directly or through the Chair. Where the Committee determine that a general meeting is to be held using electronic means pursuant to this Clause [5.5.5], 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, 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.
- 5.6 If the meeting is to be held by electronic means pursuant to Clause 5.5.5, the place of the meeting shall be deemed to be the charity's registered office address. Proceedings at a general meeting held by electronic means pursuant to Clause 5.5.5 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 5.5.1 is able to join the meeting successfully.

## 6. FINANCE

- 6.1 All the income and property of South Molton 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 South Molton u3a.
- 6.2 A bank or building society account(s) shall be opened in the name of South Molton u3a. All monies withdrawn from the said bank account(s) by cheque or in cash, by the use of electronic or telephone banking facilities, including the use of Debit or Credit Cards issued on behalf of South Molton u3a, or the use of online banking facilities, shall be subject to approval from the Treasurer and at least one other of the Principal Officers. Withdrawals made by cheque shall be made on the signature of two signatories that have been approved by the Committee and registered as such with the bank or building society, one of whom should be a Principal Officer.
- 6.3 There shall be a maximum of four signatories registered with the bank or building society consisting of the three Principal Officers and the Membership Secretary.
- 6.4 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 South Molton u3a and be used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.
- 6.5 The financial year of South Molton u3a shall end on the thirty-first (31st) of December in each year and not more than twelve (12) weeks later the Annual General Meeting shall be convened for the purpose of receiving the Annual Report and Certified accounts.
- 6.6 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 South Molton u3a and may fix their terms and conditions of employment. For the purposes of employment law the Committee shall be the employer.
- 6.7 All proper costs, charges and expenses incidental to the management of South Molton u3a and membership of the Third Age Trust may be defrayed from the funds of South Molton u3a.

- 6.8 The Treasurer shall keep accounts of all the monies received and expended on behalf of South Molton u3a and shall prepare and publish such accounts duly certified at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.
- 6.9 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 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 made liable.
- 6.10 Special Interest Groups: Each Special Interest Group meeting under the auspices of South Molton u3a shall appoint and be run by a Group Leader who shall take responsibility for all monies taken and expended on behalf of any such group. The Group Leader will be responsible for submitting an annual return for each special interest group, to the South Molton u3a Treasurer, declaring such income, expenditure and any retained funds for the annual accounting period 1<sup>st</sup> January -31<sup>st</sup> December.
- 6.11 Special Interest Groups: Each Special Interest Group shall be self-funding, including for the purchase of any specialised equipment, goods or services that may be required to facilitate such a group.

## **7. PROPERTY**

Any property of the South Molton 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 South Molton u3a and not involving an amendment to this constitution shall be dealt with by the Committee.

## **9. ALTERATIONS TO THE CONSTITUTION**

The provisions of this constitution other than Clauses 2 & 10 and this Clause may be amended with the assent of not less than two-thirds of the members of South Molton u3a present and voting at a General Meeting of South Molton 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 South Molton u3a to cease to be a charity).

## **10. DISSOLUTION**

South Molton 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 (21) clear days notice stating the intention to put forward such a resolution shall have been sent to all members of South Molton u3a. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of South Molton u3a shall be transferred to such charitable institution or institutions having objects similar to South Molton u3a as South Molton u3a shall decide.

### **Amendments:**

Constitution revised following Annual General Meeting held on 11<sup>th</sup> March, 1997.

Constitution further revised at the AGM held 14<sup>th</sup> March 2017.

Constitution further revised at the AGM held 13<sup>th</sup> March 2018 (Clause 2.1.i).

Constitution further revised at the AGM held 12<sup>th</sup> March 2019 (Clause 6.6.1 – 6.6.9)

Constitution further revised at the AGM held 10<sup>th</sup> March 2020 (Clause 2.1.1 – Amended, 2.1.ii – Deleted, 4.1.i, 4.2, 4.2.i, 4.2.ii – Amended, 4.2.vi – Moved).

Constitution further revised at the AGM held 13<sup>th</sup> April 2021 (New Clause 4.4 Added, Existing Clauses 4.4, 4.5 & 4.6 Renumbered, Clauses 5.5 & 5.6 Added).

Constitution further revised at the AGM held 14<sup>th</sup> March 2023 (Section 1 – Name – Amended).

Constitution further revised at the AGM held 12<sup>th</sup> March 2024 (Section 1: Name – Amended, Clause 3.2.i – Amended, Clause 4.2.v – Amended, New Clause 4.8 Added, New Clause 6.10 Added).

Constitution further revised at AGM held 11<sup>th</sup> March 2025 (Section 6 – Finance – Clause 6.11 added).