

THE CONSTITUTION OF **U3A BROMLEY** (UNIVERSITY OF THE THIRD AGE, BROMLEY), A MEMBER OF *THE THIRD AGE TRUST*, AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED on 28<sup>th</sup> NOVEMBER 1989 and amended:

### Version History

| Version | AGM Date   | Change summary  |
|---------|------------|---|
| 1       | 16/03/2004 |   |
| 2       | 20/03/2018 | Change of Objects Clause 3 to:<br><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 associated activities conducive to learning and personal development”</i> |
| 3       | 27/07/2021 | Clause 6, addition of subclause (viii) to allow the chairman to refer to himself as they see fit.<br>Clause 13 addition of subclause (vi) (a-h) – to allow for online and hybrid meetings.  |

#### 1. Name

The name of the association is **U3A Bromley**.

#### 2. Administration

Subject to the matter set out below, U3A Bromley and its property shall be administered and managed in accordance with this constitution by the members of the executive committee as constituted by clause 6 of this constitution.

#### 3. Objects

The objects of U3A Bromley 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 object, 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, sponsorships, grants, legacies and subscriptions from persons desiring to promote all or any of the objects of U3A Bromley 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 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 U3A Bromley;
- (v) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

- (vi) subject to the provisions of clause 9(ii) of this constitution, 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 executive committee may think fit;
- (viii) power to organise and run conferences, lectures, seminars and courses;
- (ix) power to publish books, pamphlets, report, leaflets, journals, instructional matter and to produce films and videos;
- (x) power to participate and assist in the development of area and regional groupings of U3As;
- (xi) power to do all such other lawful things as are necessary for the achievement of the objects.

## **5. Membership**

- (i) Membership of U3A Bromley shall be open to individuals who are interested in furthering its work and who have paid the annual subscription as determined by executive committee and confirmed by the membership at an annual general meeting, and any corporate body or unincorporated association that is interested in furthering the work of U3A Bromley and has paid the annual subscription as determined by the executive committee and has agreed to abide by this constitution and any conditions properly imposed by the executive committee.
- (ii) Every individual member shall have one vote.
- (iii) Each member organisation shall be entitled to receive notice of and attend annual general meetings and special general meetings of U3A Bromley having appointed an individual to represent it and informed the secretary of the executive committee of his or her details but shall have no voting rights.
- (iv) The executive committee may and for good reason terminate the membership of any individual or member organisation if annual membership or other fees are unpaid for two months after the due date or if the member of member organisation acts in a way which is prejudicial to U3A Bromley or the running of U3A Bromley or brings it into disrepute provided that the individual or the appointed representative or the member organisation concerned shall have the right to be heard by the executive committee accompanied by a friend who may speak or make written representation before a final decision is made.

## **6. Management**

The management of U3A Bromley shall be vested in an executive 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 U3A Bromley.

### The Executive Committee

- (i) The executive committee shall consist of not less than five and not more than ten members elected at the annual general meeting.
- (ii) The executive committee may appoint not more than three co-opted members who shall have full voting rights and tenure until the following annual general meeting.
- (iii) Individuals who need not be members may be invited by the executive committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the following annual general meeting.

- (iv) Vacancies on the executive committee which arise through resignation or termination during the year may be filled from the membership and any such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election in the prescribed manner at the following annual general 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 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 Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (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 three consecutive meetings and the executive committee resolves 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 U3A Bromley into disrepute or of conduct prejudicial to U3A Bromley or of failure to abide by the terms of this constitution or decision 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 twenty-one days from the receipt of the notification.

#### Honorary Officers

- (vii) At the first meeting of the executive committee after the conclusion of the annual general meeting, the members of the executive committee shall elect from among their number, subject to the provisions of sub-clause (viii) following, a chairman, vice-chairman, a secretary, a treasurer, and a membership secretary and such other officers as they shall think fit, such elections to take place not more than fifteen days after the election of the executive committee. The members of the new executive committee shall take office at that first committee meeting after the annual general meeting.
- (vii) At the annual general meeting a president may be elected who may be invited by the executive committee to attend the meetings of the executive committee but who shall not be a member of the executive committee and shall have no voting rights.
- (viii) The chairman shall at his or her own discretion choose to refer to themselves as 'chairman', 'chair', 'chairperson' or 'chairwoman' in any communications as they see fit.

#### **7. Election of Members of the Executive Committee**

- (i) The election of the members of the executive committee shall be held at the annual general meeting of U3A Bromley.

- (ii) Nominations for election to the executive committee, together with the written consent of the nominees, must be made by members in writing and must be in the hands of the secretary at least fourteen days prior to the date of the annual general meeting. If nominations exceed vacancies, elections shall be by ballot.
- (iii) The officers and the other elected members of the executive committee shall serve for a period of one year. Retiring officers may stand for re-election provided that no one member may hold the office of chairman for more than six consecutive years without an intervening period of at least one year.
- (iv) If insufficient nominations are received to fill the vacancies on the executive committee, the executive committee may, as a last resort, appeal to those present at the annual general meeting for permission to ask whether anyone present was willing to reconsider and allow their name to go 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) All the members of the executive committee (including members co-opted by the executive committee and members appointed by the executive committee to fill casual vacancies) at the time of the annual general meeting shall continue to hold office until the first meeting of the executive committee following the annual general meeting.

## **8. Meetings and Proceedings of the Executive Committee**

- (i) The executive committee shall hold at least six ordinary meetings each year.
- (ii) A special meeting of the executive committee may be called at any time by the chairman or by any two members of the executive committee upon not less than seven days' notice being given to the 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' notice must be given.
- (iii) The chairman shall chair the meetings of the executive committee and in his or her absence the vice-chairman shall take over or if he or she is also absent the executive committee shall choose one of its 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 number 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.
- (ii) 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 chairman of the meeting shall have a second or casting vote.
- (iii) The executive committee may appoint sub-committees consisting of at least three members, one at least of which shall be a member of the executive committee, to which it may, from time to time, and for such time as it determines, delegate such of its functions and powers which in the opinion of the executive committee would be more conveniently undertaken or carried out by a sub-committee. Sub-committees shall report back fully to the executive committee as soon as possible on actions taken under delegated powers. No expenditure shall be incurred by any sub-committee on behalf of U3A Bromley without the prior consent of the executive committee.

- (iv) The executive committee shall ensure that proper minutes are kept of its meetings and of the meetings of any sub-committee, and the minutes of the executive committee shall be available for inspection should any member request it.
- (v) The executive committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (vi) No member of the executive committee shall be chargeable or responsible for loss caused by any act done or omitted to be done by him or herself or by any other member of the executive committee 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.
- (vii) The proceedings of the executive committee shall not be invalidated by any vacancy among its number nor by any failure to appoint or any defect in the appointment, election or co-option of any member of the executive committee.
- (viii) Any casual vacancy in the executive committee may be filled by a member appointed by the executive committee.
- (ix) The executive committee shall ensure that proper records are kept of all monies received and expended by and on behalf of U3A Bromley and that proper accounts in the form approved by Charity Commissioners are presented to the annual general meeting (subject to the provisions of clause 11 (ii) below).
- (x) All matters not provided for in the constitution of U3A Bromley and not involving an amendment to the constitution may be dealt with by the executive committee.

## **9. Finance**

- (i) The funds of U3A Bromley, including all donations, contributions and bequests shall be paid into an account operated by the executive committee in the name of U3A Bromley at such bank or building society as the executive committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the executive committee, of whom one shall be the treasurer or chairman.
- (ii) All the funds belonging to U3A Bromley shall be applied solely in furthering the objects of U3A Bromley
- (iii) No portion of the funds of U3A Bromley shall be paid or transferred in any way to any member of the executive committee, provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of U3A Bromley and repayment of out-of-pocket expenses to members, including executive committee members, incurred in the course of the work of U3A Bromley.
- (iv) U3A Bromley shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequests or otherwise. Any money raised or received may be retained by U3A Bromley and, subject to the provisions of this constitution, used at the discretion of the executive committee. No form of permanent trading shall be undertaken in the raising of funds.
- (v) The executive committee may appoint employees not being members of the executive committee as may from time to time be found necessary for carrying out the work of U3A Bromley and may fix their duties and remuneration.

- (vi) All proper costs, charges and expenses incidental to the management of U3A Bromley may be defrayed out of the funds of U3A Bromley.

## **10. Property**

- (i) All property of U3A Bromley shall be applied solely towards the objects of U3A Bromley
- (ii) Ownership of property is vested in U3A Bromley and items may with the agreement of the executive committee be held by a nominated member until such time as the executive committee shall request its return.

## **11. Accounts**

- (i) The treasurer shall keep accounts of all monies received and expended on account of U3A Bromley and shall present examined accounts at the annual general meeting.
- (ii) The executive committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
  - (a) the keeping of the accounting records for U3A Bromley;
  - (b) the preparation of annual statements of account for U3A Bromley;
  - (c) the independent examination of the statements of account of U3A Bromley;
  - (d) the transmission of the statements of account of U3A Bromley to the Charity Commissioners.
- (iii) The financial year of U3A Bromley shall end on 31<sup>st</sup> December in each year.

## **12. Annual Report**

The executive committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

## **13. Annual General Meetings**

- (i) There shall be an annual general meeting of U3A Bromley which shall be held in the month of March in each year or as soon as practicable thereafter but not later than fifteen months after the preceding annual general meeting.
- (ii) Every annual general meeting shall be called by the executive committee. The secretary shall give at least twenty-one days' notice of the annual general meeting to all members entitled to attend and vote at the meeting
- (iii) The executive committee shall present to each annual general meeting the report and accounts of U3A Bromley for the preceding year for approval.
- (iv) The executive committee shall seek approval for the appointment of the examiner for the accounts.
- (v) Any proposals to amend this constitution, subject to clause 16 below, shall be considered at the annual general meeting together with any other business published in the agenda.
- (vi) Online and hybrid general meetings

- (a) 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 trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held using electronic means, 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.
- (b) 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.
- (c) 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.
- (d) Where a general meeting is to be held in person, the trustees 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 and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.
- (e) If the meeting is to be held solely by electronic means, the place of the meeting shall be deemed to be U3A Bromley's registered office address which is that of the Secretary to the Committee.
- (f) Proceedings at a general meeting held by electronic means, or a physical meeting at which procedures are put in place to allow members to attend electronically 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 (iii), is able to join the meeting successfully.
- (g) Voting by electronic balloting: 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 trustees 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 meeting will set this out.
- (h) Online trustees' meetings: a meeting of the Committee of the trustees (a committee meeting) may be held in person or by suitable electronic means agreed by the members of the Committee in which each participant may communicate with all the other participants.

#### **14. Special General Meetings**

- (i) The executive committee may call a special general meeting of U3A Bromley at any time
- (ii) If at least one-twentieth of the members request such a meeting in writing stating the business to be considered, the secretary shall call such a meeting.
- (iii) The secretary shall give to the members at least twenty-one days' notice, giving the nature of the business to be discussed.

#### **15. Procedure at Annual and Special General Meetings**

- (i) The chairman of the executive committee shall take the chair at all general meetings of U3A Bromley unless the executive committee shall agree to ask the president, if there is one, to take the chair
- (ii) The secretary or other person specially appointed by the executive committee shall keep a full record of proceedings at every general meeting of U3A Bromley.
- (iii) There shall be a quorum when one-twentieth of the members or twenty members, whichever is the greater, are present.
- (iv) Accidental omission to give notice to any member shall not invalidate the proceedings of any general meeting.
- (v) If within half an hour from the time appointed for the start of the meeting a quorum is not present, the meeting, if convened at the request of members shall be dissolved. In any other case, the meeting shall be adjourned until the same day in the following week at the same time and the same place, or otherwise as the executive committee shall direct.
- (vi) If there is a tied vote, the chairman (or president) shall have a single casting vote.

## **16. Alterations to the Constitution**

- (i) Subject to the following provisions of this clause, the constitution of U3A Bromley may be altered by a resolution passed by not less than two-thirds of the members present and voting at an annual general meeting. The notice of such meeting must include notice of the resolution setting out the terms of the alteration proposed.
- (ii) No amendment to the constitution may be made to clause 1 (the name of U3A Bromley), clause 3 (the objects of U3A Bromley), clause 17 (the dissolution of U3A Bromley), or this clause 16 without the prior consent in writing of the Charity Commissioners.
- (iii) No amendment may be made to the constitution that would have the effect of making U3A Bromley cease to be a charity at law.
- (iv) The executive committee shall send promptly to the Charity Commissioners a copy of any amendment to the constitution made under this clause.

## **17. Dissolution**

If the executive committee decides that it is necessary or advisable to dissolve U3A Bromley it shall call a general meeting of members of U3A Bromley of which not less than twenty-one 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 U3A Bromley. 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 U3A Bromley as the members of U3A Bromley may determine or to the Third Age Trust [charity No: 288007]. A copy of the statement of accounts or account and statement for the final accounting period must be sent to the Charity Commissioners.