THE

CONSTITUTION

OF

BEDFORD u3a

REVISED OCTOBER 2021

CONSTITUTION OF BEDFORD U3A

1. NAME

The name of the association shall be Bedford u3a and it shall be constituted as an unincorporated association.

2 OBJECTS AND 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 in Bedford and its surrounding locality.

2.2 Powers

i. 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 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 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 and 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 attainments of the above Objects or any of them.

3. MEMBERSHIP

3.1 Membership of the U3A shall be open to individuals who are interested in furthering the work of 'The U3A' and who have paid the annual subscription and /or any other fees as determined by the Executive Committee.

3.2 The Executive Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid 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.

4. MANAGEMENT

4.1 The management of the Association shall be invested 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 affairs and property of the Association. The committee shall consist of the following: -

i. A maximum of 15 persons including officers

ii. Not more than two ordinary members co-opted by the committee and who shall have voting rights

4.2 The election of officers and members of the committee shall be held at the Annual General Meeting. The officers shall consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer. Nominations must be proposed and seconded and shall be in writing and delivered to the secretary not less than seven days before the Annual General Meeting.

4.3 The members of the committee shall take office at the Annual General Meeting and there shall be at least four committee meetings per year.

4.4 Committee members shall be elected for a period of up to three years, after which they may stand for re-election. Officers of the committee shall serve for a maximum of three years in any one post.

4.5 Special committee meetings may be called at any time by the chairperson or any two members of the committee upon seven clear days notice being given to all other committee members of all the matters to be discussed.

4.6 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 chairperson shall have a casting vote. The quorum for any committee meeting shall be a third of the committee.

4.7 A member appointed by the committee may fill any casual vacancy in the committee.

4.8 The committee may appoint sub-committees to which it may from time to time and for such time as it determines, delegate such of its functions and powers as it thinks fit. Sub-committees shall report back to the committee as soon as possible on actions taken under delegated powers. No expenditure shall be incurred by any sub-committee on behalf of the Association without the prior consent of the committee

4.9 The secretary or deputy shall keep the minutes of committee meetings.

5. MEETINGS

5.1 The financial year of the Association shall end on the 30th September each year and a General Meeting of members of the Association shall be convened as soon thereafter as possible for the purpose of receiving the Annual Report and Accounts of the Association and of electing the committee for the ensuing year and to consider any other business as may be necessary. At least twenty-one clear days notice shall be given in writing by the secretary to members. There shall be a quorum when one tenth of the members or 10 members whichever is the greater are present.

5.2 A special General Meeting of the Association may be convened at any time by a resolution of the committee or upon a requisition signed by one fifth or more of members of the Association stating the object of the meeting. A meeting held on such requisition shall be called by the secretary of the Association and the secretary shall give to the other members 14 days notice of such a meeting. There shall be a quorum when five members are present.

5.3 **Online and hybrid general meetings**

(a) A general meeting (whether an annual general 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 by electronic means pursuant to this clause (5.3) 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 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.

(e) If the meeting is to be held solely by electronic means pursuant to clause (5.3) the place of the meeting shell be deemed to be the charity's registered office address.

(f) Proceedings at a general meeting held by electronic means pursuant to clause (5.3) or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause (5.3), 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.

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 local Association shall be applied solely towards the objects of the Association and no portion shall be paid or transferred in any way to any committee member of the Association provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or to any servant of the Association (other than a committee member) and repayment of out of pocket expenses to members or committee members incurred in the course of the work of the Association.

6.2 The Association shall have the power to collect and accept donations and to raise money by bequests or otherwise. Any money raised or received will be retained by the Association and used at the discretion of the committee of the Association. No form of permanent trading shall be undertaken in the raising of funds.

6.3 The committee may appoint employees not being members of the committee as may from time to time be found necessary for carrying out the work of the Association and may fix their duties and remuneration.

6.4 All proper costs, charges and expenses incidental to the management of the Association may be defrayed out of funds of the Association.

6.5 The Treasurer shall keep accounts of all monies received and expended on account of the Association and shall present such accounts at its Annual General Meeting

6.6 No committee member shall be chargeable or responsible for loss cause 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 thereof although the employment of such agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any committee member hereof or by reason of any other matter or thing other than wilful fraud of wrong doing on the part of the committee member who is sought to be made liable.

7. POWERS OF THE COMMITTEE

7.1 All matters not provided for in this Constitution relating to the Association and not involving an amendment to this Constitution may be dealt with by the committee.

7.2 Any Committee member who does not attend for three consecutive meetings of the Committee, without providing plausible reason for absence shall be deemed to have resigned.

7.3 Any members of Bedford u3a who have made an **exceptional** contribution to the organisation may be considered for honorary membership at the discretion of the Executive Committee following a unanimous vote by that Committee.

8. ALTERATIONS TO THE CONSTITUTION

The provisions of this Constitution other than clauses 2, 9 and this clause may be amended with the assent of not less than two thirds of the members of the Association present and voting at a General Meeting of the Association. Twenty-one clear days notice should be given to all members of the Association stating the intention to put forward such a resolution. No amendment shall be made which would cause the Association cease to be a charity.

9. DISSOLUTION

The Association may at any time be dissolved by a resolution passed by a three-quarters majority of those present and voting at a meeting of the Association 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 Association. If any assets remain after the satisfaction of all debts and liabilities, such property held by or in the name of the Association shall be transferred to such charitable institution or institutions having objects similar to the Association or as the Association shall decide