

East Antrim U3A Constitution

CONSTITUTION OF EAST ANTRIM, UNIVERSITY OF THE THIRD AGE (EAU3A). A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION

**Formally adopted on 19TH March 2018 at the AGM, in Joymount Church Hall, Carrickfergus
Amendments approved on 15th April 2019 at the AGM in Joymount Church Hall,
Carrickfergus**

1. NAME

The name of the charity is East Antrim University of the Third Age hereafter referred to as EAU3A.

2. ADMINISTRATION

Subject to the matters set out below EAU3A 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. OBJECTS

The Objects of EAU3A reflect those of the national U3A organisation, namely:

- a. to advance the education of the public and in particular the education of older people no longer in full time gainful employment in the East Antrim and surrounding localities.
- b. The provision of facilities for leisure time and recreational activities with the object of improving the conditions of life for the above persons in the interests of their social wellbeing.

4. POWERS

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

- a. 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.
- b. power to receive donations, endowments, grants, legacies and subscriptions from persons desiring to promote all or any of the Objects of EAU3A and to hold funds in trust for the same.
- c. power to buy, take on lease, or exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- d. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of EAU3A.
- e. 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.
- f. power to support any charitable trusts, associations or institutions formed for all or any of the Objects
- g. power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- h. power to organise and run conferences, lectures, seminars and courses.
- i. power to publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos.

- j. power to participate in and assist in the development of area and regional groupings of U3As.
- k. power to do all such other lawful things as are necessary for the achievement of the Objects

5. MEMBERSHIP

- a. Membership of EAU3A shall be open to individuals who are interested in furthering the work of EAU3A and who have paid the annual subscription as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting.
- b. Every individual member shall have one vote.
- c. The Executive Committee may and for good reason terminate the membership of any individual
 - i. if annual membership or other fees are unpaid 3 months after the due date.
 - ii. if the member acts in a way which is prejudicial to EAU3A; or to the running of EAU3A; 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 who may also speak or make written representation before a final decision is made.

6. EXECUTIVE COMMITTEE

The management of EAU3A shall be vested in an Executive 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 EAU3A. At the Annual General Meeting of EAU3A the members shall elect from amongst themselves an Executive Committee who shall hold office from the conclusion of the Meeting.

- a. The Executive Committee shall consist of not less than 5 and not more than 9 members being:
 - i. Four Honorary Officers being: The Chairperson, the Vice-Chairperson, the Secretary and the Treasurer.
 - ii. not less than one and not more than five Committee Members.
- b. 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.
- c. Persons, 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 next Annual General Meeting.
- d. Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership and 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 next Annual General Meeting
- e. 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.
- f. A member of the Executive Committee shall cease to hold office if he or she:
 - i. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her, own affairs.
 - ii. 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.
 - iii. Is subject to a vote of no confidence from the Executive Committee as a result of actions which bring EAU3A into disrepute or conduct prejudicial to EAU3A or failure to abide by the terms of this constitution or decisions of the Executive Committee.

- iv. Notifies the Executive Committee in writing of 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).

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- a. The election of members of the Executive Committee shall be held at the Annual General Meeting of EAU3A.
- b. The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting
- c. Officers and Committee members shall serve for a period of 3 years from the conclusion of the AGM. Retiring Officers may stand for re-election provided that no-one may hold the office of Chairperson or Vice-Chairperson for more than three consecutive years without an intervening period of at least one year except that a retiring Vice-Chairperson may stand immediately for the post of Chairperson.
- d. If insufficient nominations are received to fill the vacancies for Officers and/or 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 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.
- e. In the event of no nominations being received for one or more of the Honorary Officer posts or no member of the newly elected committee being willing to take on one or more of the Officer positions a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next AGM.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- a. The Executive Committee shall hold at least 4 ordinary meetings each year.
- b. A special meeting may be called at any time by the Chairperson 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' notice must be given.
- c. The Chairperson shall chair the meetings and in his or her absence the Vice-Chairperson shall take over or, if he or she is also absent, the Executive Committee shall choose one of their number to be chairperson of the meeting before any business is transacted.
- d. 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.
- e. Every matter shall be determined by a majority of votes of the members of the Executive Committee present, who vote on the question. Where the number of votes is tied the Chairperson of the meeting shall have a second or casting vote.
- f. 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.
- g. 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.
- h. 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 are consistent with the terms of EAU3A constitution and are fully and promptly reported to the Executive Committee.

- i. 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.

9. FINANCE

- a. The funds of EAU3A, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of EAU3A at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by any two nominated signatories.
- b. The funds belonging to EAU3A shall be applied only in furthering the Objects.
- c. 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 EAU3A work and reimbursements of payments made.
- d. All proper costs, charges and expenses incidental to the management of EAU3A and membership of the Third Age Trust may be defrayed from the funds of EAU3A.

10. PROPERTY

- a. All property of EAU3A shall be applied solely towards the Objects of EAU3A. Ownership of property is vested in EAU3A and items may, with the agreement of the committee, be transferred on a temporary basis to a nominated member's home in pursuance of 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 with regard to:

- a. the keeping of accounting records for EAU3A
- b. the preparation of annual statements of account for EAU3A
- c. the independent examination of the statements of account of EAU3A

12. ANNUAL GENERAL MEETING

- a. There shall be an Annual General Meeting of EAU3A which shall be held in the month of April in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.
- b. 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 EAU3A. All the members of EAU3A shall be entitled to attend and vote at the meeting.
- c. Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- d. The Executive Committee shall present to each Annual General Meeting the report and accounts of EAU3A for the preceding year, for the approval of members.
- e. The Executive Committee shall seek approval for the appointment of the examiner for the accounts.

- f. 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 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- g. Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting and any other business published in the agenda
- h. At the AGM, the chairperson shall:
 - Declare any positions vacant
 - Announce that all nominees and their proposers must be paid up members
 - State that all nominees must first agree to serve.
- i. The outgoing Chairperson will ask the Honorary President, or another responsible member, to preside over the meeting for the election process to fill vacant positions on the Executive Committee. The incoming Chairperson will then take control of the meeting.

13. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of the charity at any time and if at least 20% of the members of EAU3A 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 50% of the EAU3A members are present.

14. PROCEDURE AT GENERAL MEETINGS

- a. The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of EAU3A.
- b. If a vote is required on any item there requires to be a quorum, when at least 20% of the number of members of EAU3A are present at any General Meeting, other than Special General Meetings (see clause 13)
- c. 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 another day and time as the Executive Committee may direct provided 21 days' notice is given to all members. If at the reconvened meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be considered to represent a quorum.
- d. The Chairperson of EAU3A shall be the Chairperson of the General Meeting at which he/she is present.
- e. If there is a tied vote the Chairperson shall have a second or casting vote.

15. ALTERATIONS TO THE CONSTITUTION

- a. 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.
- b. No amendment may be made to clause 1 (the name of the charity) clause 3 (the Objects clause) clause 16 (the dissolution clause) or this clause.
- c. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

16. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve EAU3A it shall call a meeting of all members of EAU3A, 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 two thirds majority of those present who vote, 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 Objects similar to the Objects of EAU3A as the members of EAU3A may determine or to the Third Age Trust Registered Charity No. 288007.

ADOPTION OF CONSTITUTION

This constitution was adopted by the membership at an AGM on 19th March 2018 and amendments approved on 15th April 2019 at an AGM and I certify that this is a true copy.

Signed:

Teresa Connor (Honorary Secretary)

Dated: 15/04/2019