

**CONSTITUTION OF THE SOLIHULL WIDNEY BRANCH OF THE UNIVERSITY OF THE THIRD AGE (U3A)
A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION**

1. NAME

The name shall be Solihull Widney U3A (in this Constitution called "The U3A").

2. OBJECTS AND POWERS

2.1 OBJECTS

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 Solihull and its surrounding locality.

2.2 POWERS

- a) 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 privileges which the U3A may think necessary for the promotion of the Objects, subject to such consents as may be required in law.
- b) Publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter.
- c) Encourage and assist in the formation and operation of area and regional groupings of other U3As.
- d) Found and carry on schools and training courses and run lectures, seminars, conferences and courses.
- e) Receive donations, 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.
- f) Do all such other 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 within the accommodation limits and upon payment of the annual subscription as determined by the Committee or the membership at the Annual General Meeting (AGM) 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:

- a) there is any money owed to the U3A in respect of membership or other fees two months after the date the fees were due to be paid.
- b) that member acts in a way that is prejudicial to the 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.
- c) at the date of membership renewal from April 2009 onwards, the member has attended fewer than 3 Core Meetings in any year PROVIDED THAT the individual concerned may present any extenuating circumstances that may have prevented him/her taking an active part in the U3A envisaged by his/her membership, before a final decision is made by the Committee.

4. MANAGEMENT

4.1 The management of the U3A shall be vested in a Committee 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 the U3A.

- a) The Committee shall consist of at least five and not more than twelve members (excluding those who are co-opted) including the Principal Officers and Deputy Officers:

- Chairman, Secretary and Treasurer
 - Deputy Chairman, Deputy Treasurer, Communications/Deputy Secretary, Membership Secretary, Technical Secretary and Speakers' Secretary
 - Three Committee Members as required
- b) The Principal Officers may hold the office for up to two years after which the Deputy Officers shall become Principal Officers and serve as Principal Officers for up to two years.
- c) Others members of the Branch may be co-opted to the Committee for the purpose of organising and managing a specific project; they shall not have full voting rights and their term of office shall be at the discretion of the Committee.
- d) Non-committee members may request to attend any Committee meeting to raise specific issues or support for a project.
- e) Following a review agreed at the AGM in 2010, the Committee structure and process described in 4 a-c above are considered the preferred approach to the management of the U3A. However experience dictates that personal circumstances and members' availability or needs may not always permit the preferred tenure, rotation or allocation of responsibilities to occur. In such circumstances roles, responsibilities or tenures may be amended at the Chairman's discretion, providing the responsibilities of the Committee can still be conducted satisfactorily.
- 4.2 The election of the Officers and other members of the Committee shall be held at the AGM of the U3A.
- a) Nominations to the Committee duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary at a date specified by the Committee.
- b) The newly elected Committee shall take office at the conclusion of the AGM.
- c) There shall be no less than four Committee meetings a year.
- d) Only persons who are members of the Solihull Widney U3A may serve on the Committee. A retiring Principal Officer may stand for re-election to any Deputy Officer position.
- e) Committee members may resign office by giving not less than twenty-one days notice to the Secretary or the Chairman. If a Principal Officer resigns, then the Deputy Officer shall take their place. If a Deputy Officer resigns, then a replacement may be voted in at the next available Core Meeting. Such an appointee shall complete the term of office he/she is replacing and shall be eligible for re-election.
- f) 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.
- g) The quorum for any Committee meeting shall be three or one-third of the Committee whichever is the greater.
- 4.3 Special Committee meetings may be called at any time by any two members of the Committee upon seven clear days notice being given to all the Committee members of all the matters to be discussed.
- 4.4 The Committee may appoint sub-committees, to which it may delegate the transaction of such matters and the performance of such acts as it sees 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.
- 4.5 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.
- 4.6 The Secretary shall ensure that minutes are kept of all Sub-committee, Committee and General Meetings.
- 5. ANNUAL AND SPECIAL GENERAL MEETINGS**
- 5.1 The Annual General Meeting shall be held once in each year and not later than fifteen months after the preceding AGM. At least twenty-one days notice shall be given in writing to all

- members. A quorum shall be one-fifth of the paid up members. The business of the AGM shall include:
- a) Receiving and approving the Annual Report.
 - b) Receiving and approving the examined accounts.
 - c) Electing members of the Committee.
 - d) Appointing an examiner for the accounts.
 - e) Considering proposals to alter the Constitution subject to the requirements of Clause 9.
 - f) Considering any other business that has been published in the Agenda.
- 5.2 A Special General Meeting of the 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. The Secretary of the U3A giving the other members fourteen days notice of such a meeting shall call a meeting held on such a requisition. There shall be a quorum when one-fifth of members are present.
- 5.3 The Chairman of the U3A shall be the Chairman of any Committee or General Meeting at which he/she is present. In his/her absence the Deputy Chairman shall chair 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.

6. FINANCE

- 6.1a All the income and property of the 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 the U3A. A bank or building society account shall be opened in the name of the Solihull Widney U3A with four signatories, the Chairman or Deputy Chairman, Treasurer, Deputy Treasurer and Secretary. Withdrawals shall be made on the signature of any two of the signatories.
- 6.1b The Committee to have the authority to decide on the banking mandate for the benefit of the Solihull Widney u3a. (Resolution passed on this Mandate at EGM on 17.9.21) *
- 6.2 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 the U3A and be used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.
- 6.3 The financial year of the U3A shall end on 31st March in each year and not more than twelve weeks later the AGM shall be convened for the purpose of receiving the Annual Report and examined accounts.
- 6.4 The Committee may appoint employees either permanent or on a fixed term contract, who are not members of the U3A as may from time to time be necessary for carrying out the work of the U3A and may fix their terms and conditions of employment. For purposes of employment law the Committee shall be the employer.
- 6.5 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.
- 6.6 The Treasurer shall keep accounts of all the monies received and expended on behalf of the U3A and shall prepare and publish such accounts duly examined at the AGM. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.
- 6.7 No Committee member shall be chargeable or responsible for loss caused 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, 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 than wilful and individual fraud or wrongdoing or wrongful omission on the part of the Committee member who is sought to be made liable.

7. PROPERTY

The property of 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 the U3A and not involving an amendment to its Constitution shall be dealt with by the Committee.

9. ALTERATION TO THE CONSTITUTION

The provisions of this Constitution, other than Clause 2 and 10 and this Clause 9 may be amended with the assent of not less than two-thirds of the members of the U3A present and voting at a General Meeting of the U3A. Twenty-one 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 the U3A to cease to be a charity).

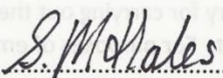
10. DISSOLUTION

The 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 clear days notice stating the intention to put forward such a resolution shall have been sent to all members of the U3A. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of the U3A shall be transferred to The Third Age Trust Registered Charity No. 288007.

11. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING

Until the first AGM takes place this Constitution shall take effect as if references in it to the Committee were references to the persons whose signatures appear at the bottom of this document.

This is a certified copy of the U3A's Constitution as adopted on 9th March 2006 and amended by the U3A's AGM's on 16th March 2007, 14th March 2008, 18th March 2010, 18th March 2011 EGM/AGM 16th March 2018 and EGM on 17th September 2021*. This is certified by the signatures of the Chairman and Secretary of the U3A at the bottom of this document.

Signed  (Chairman)
SUSAN HALES

 (Secretary)
YVONNE PEEL

Date 17th September, 2021