

THE CONSTITUTION

Constitution of the Hibiscus Coast U3A, a member of the University of the 3rd Age, as an unincorporated association, formally adopted 19 March 2012

1. Name

The name of the association is Hibiscus Coast U3A (hereafter also "U3A" or "the association").

2. Administration

Subject to the matters set out below the association and its property shall be administered and managed in accordance with this Constitution by a Management Committee (hereafter also "the Committee") constituted as per section 5.

3. Objectives

The Objectives of the Hibiscus Coast U3A are to:

- a) Facilitate opportunities for its members to share experiences and pursue shared interests in a congenial and supportive learning environment;
- b) Foster group leadership and provide resources designed to assist its members to achieve more of their intellectual, cultural and aesthetic potential.

In pursuing these Objectives, the U3A shall:

- c) Operate independently and have freedom to arrange its own programmes;
- d) Not require qualifications from members or prospective members, nor award qualifications to members;
- e) Recruit and support unpaid study-group leaders (hereafter also "conveners");
- f) Encourage each of its study-groups to meet regularly at the time and place considered best by most of the interested members;
- g) Not act in a partisan way when issues of a political, religious or commercial nature are considered or discussed;
- h) Ensure that any study group that engages with external agencies does so in its own name and does not commit the U3A as a whole.

4. Membership.

- a) Membership of the U3A shall be open to individuals, aged 55 or over, who are interested in the on-going learning opportunities made available through the association and who pay the required annual subscription.
- b) The Committee may terminate the membership of any individual whose annual subscription remains unpaid three months after the due date.
- c) The Committee may also terminate the membership of an individual for good reason, including acting in a way that has the potential to bring the U3A into disrepute.
- d) Any person who faces possible membership termination in accordance with this section shall have the right to appear before the Committee, along with a support person; both the member and the support person shall be entitled to make an oral and/or written submission before the Committee makes a final decision.
- e) If the member concerned remains dissatisfied with the Committee's decision, he/she may ask for the decision to be reviewed at a General Meeting: a General Meeting decision shall be final.

5. Election of Management Committee.

- a) At the U3A's Annual General Meeting, the members shall elect from amongst themselves a President, Vice-president, Secretary, Treasurer, Membership Secretary, Newsletter Editor and seven other Committee members who are currently responsible for convening one or more study groups.
- b) The study group convenor representatives shall be nominated as a result of a vote taken by the Convenors meeting as a group in time to comply with the procedures outlined in section 6.
- c) The Committee may arrange for the general membership of the U3A to elect people to fill Committee vacancies that arise during a given year: a person elected in this way shall complete the term of service of the Committee member he/she is replacing and, subject only to the exception detailed in clause 6. d, shall be eligible for re-election at the next AGM.
- d) Committee members shall hold office for one year or (in accordance with clause 5. c) from the conclusion of the meeting at which they are elected until the earlier of resignation or the conclusion of the following AGM.
- e) The proceedings of the 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 Committee shall cease to hold office if he/she:
 - i. Becomes incapable by reason of illness, injury, or similar causes of discharging the responsibilities involved;
 - ii. Is absent, without explanation or apology, from three consecutive Committee meetings and the Committee resolves that his/her office be declared vacant;
 - iii. Is subject to a vote of no confidence by the Committee;
 - iv. Notifies the Committee, in writing, that he/she wishes to resign.

6. Procedures for election of Management Committee members.

- a) The Secretary shall, not less than 21 days before the AGM, send to all members a Notice of Meeting and an Agenda and a form of nomination to stand for election as a member of the Committee.
- b) All nominations must be returned to the Secretary to be in his/her hands not later than 5pm on a day at least ten days before the AGM.
- c) Any completed nomination form must specify the position for which the member wishes to stand, and be signed by the member and by two other members who support the nomination.
- d) Retiring Committee members may stand for re-election provided that no one may hold the office of President or Vice-president for more than two consecutive years without an intervening period of at least two years, except that a retiring Vice-president may stand immediately for the post of President.
- e) The secretary shall cause all members to be notified of the persons nominated for election to the Committee, such notice to be received not later than five full days before the AGM.

- f) If no nominations for a particular position are received, or the nominations for the position are rejected at the AGM, nominations for the post may be accepted from members present at the AGM without notice being given to members who absent from the AGM.
- g) The Committee may make arrangements to enable members, who give the Secretary at least fourteen days notice that they will not be able to attend an AGM, to return a postal voting paper no later than the day before the day of the Meeting.

7. Management Committee's Powers.

- a) The management of the U3A shall be vested in the Committee whose duty it shall be to carry out the U3A's general policy and to provide for the administration, management and control of the affairs and property of the U3A.
- b) In furtherance of the Objectives, but not otherwise, the Committee may exercise the following powers:
 - i. power to recommend (for adoption at a General Meeting) the subscription rates to be paid by members, and to invite, raise and receive other contributions, provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant legal requirements;
 - ii. power to receive donations, endowments, grants, legacies and subscriptions from persons desiring all or any of the Objectives of the U3A ;
 - iii. power to buy, take on lease or in exchange, any chattels necessary for the achievement of the Objectives and to maintain and equip chattels for use;
 - iv. power to sell, lease or dispose of all or any part of the property of the association;
 - v. power to co-operate with other associations operating in furtherance of the Objectives, and to exchange information and advice with them;
 - vi. power to organise and run conferences, lectures, seminars and courses;
 - vii. power to publish books, pamphlets, reports, leaflets, journals, instructional matter, and to produce films and videos;
 - viii. power to participate in and assist in the development of area and regional groupings of U3As;
 - ix. power to do all such other things as are necessary to achieve the Objectives.

8. Meetings and proceedings of the Management Committee:

- a) The Committee shall hold such meetings as the President shall consider necessary or desirable each year.
- b) A special meeting may be called at any time by the President, or by any two members of the Committee, or after at least seven days written notice of the matters to be discussed has been given to all Committee members
- c) Normally the President shall chair Committee meetings but in his/her absence the Vice-president shall do so, or if he/she is also absent, before any business is done, the Committee members present shall choose one of their number to chair that meeting.

- d) At least seven Committee members must be present to constitute a quorum and allow business to be considered.
- e) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question, but in the case of equality of votes the person who chairs the meeting shall have a second or casting vote.
- f) The Committee shall keep minutes of the proceedings at meetings and these minutes shall be available for inspection should a member request to do so.
- g) The Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and custody of documents: no rule may be made that is inconsistent with this Constitution.
- h) The Committee may appoint sub-committees, consisting of a least one Committee member, for the purpose of performing any function or duty which, in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Management Committee
- i) No 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 Committee member, or by reason of any mistake or omission made in good faith by any Committee member, or by reason of any other matter other than wilful and individual fraud or wrongdoing, or actions taken knowingly beyond the scope of a specific authority or limit thereon on the part of the Committee member in question.

9. Study Groups

- a) The Committee shall ensure that any study group requested by sufficient members to sustain the group in each case shall be facilitated.
- b) The study groups are intended to provide an on-going learning environment. Each Group shall therefore meet not less frequently than once each month (other than in December and January), provided that the Committee may approve a variation from this norm in particular cases if the Committee considers it appropriate to do so.
- c) Any member of U3A shall be entitled to become a member of any study group unless excluded for good reason, but limited accommodation shall be a good reason for closing membership at a particular number if that is the wish of the group.

10. Financial Matters.

- a) The funds of the U3A, including all donations, shall be paid into an account operated by the Committee, in the name of the U3A, at a Bank selected from time to time by the Committee. All cheques drawn on the account must be signed by the Treasurer and at least one of the President, Vice--president or Secretary.
- b) The funds belonging to the U3A shall be applied only in furthering the Objectives.
- c) The Treasurer, on behalf of the Committee, shall keep accounting records for each financial year ending 31st December, and shall prepare annual statements of account.
- d) Each year a copy of the statement shall be given to all U3A members either electronically to supplied addresses or by hard copy at the AGM.

- e) Before copies are distributed to members, the accounts shall be audited by an honorary, qualified person and then signed off by that person, the Treasurer and the President.
- f) Once statements have been accepted at an Annual General Meeting, they shall not be subject to retrospective challenge other than if fraud, theft or similar illegality is alleged.
- g) No funds shall be transferred in any way to any Committee member or ordinary member, providing that nothing herein shall either prevent or require the payment in good faith of reasonable and proper out of pocket expenses previously agreed and incurred in the course of U3A work.
- h) All proper costs, charges and expenses incidental to the management of the U3A may be defrayed from the funds of the U3A.

11. Property.

- a) All property of the U3A shall be applied solely towards the Objectives of the U3A.
- b) Ownership of property is vested in the U3A 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 Committee requests that the property be returned.

12. Annual General Meeting.

- a) There shall be an Annual General Meeting of the Hibiscus U3A, which shall be held in the month of March in each year or as soon as practicable thereafter, but not later than 15 months after the preceding AGM.
- b) Every AGM shall be called by the Committee. The Secretary shall give at least 21 days notice of the AGM to all members of the U3A.
- c) All members of the U3A shall be entitled to attend and vote at an AGM.
- d) Any two members may submit a proposal or resolution for consideration at an AGM provided that such submission must be in writing and, to allow due notice to be given to all members, must be received by the Secretary at least 28 days prior to a meeting.
- e) The Secretary shall distribute to all members, with the Notice of Meeting, an Agenda that specifies all matters to be considered at the AGM. No other matters shall be considered at the AGM unless either 28 days notice of intention to raise the issue has been given to the Secretary or there is unanimous agreement at the Meeting that the matter may be discussed.
- f) Accidental omission to give notice to any member shall not invalidate the proceedings of any AGM.
- g) The Committee shall present to each AGM a report and accounts of the U3A for the preceding year for approval.

13. Special General Meeting.

- a) The Committee may call a Special General Meeting at any time, and if at least 10% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting.

- b) At least 21 days notice shall be given. The notice must state in full the business to be discussed.
- c) There shall be a quorum when 10% of the members are present.

14. Procedure at General Meetings.

- a) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every Annual or Special General Meeting of the association.
- b) There shall be a quorum at any General Meeting when at least 10% of the membership of the association are present.
- c) If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be dissolved.
- d) The President shall chair any General Meeting at which he/she is present but in his/her absence the Vice-president shall do so, or if he/she is also absent, before any business is done, the members present shall choose one of their number to chair the meeting.
- e) Every individual member shall have one vote.
- f) If there is a tied vote, the person chairing the meeting shall have a single casting vote.
- g) Voting shall be by a show of hands.
- h) No proxy voting shall be allowed at General Meetings.

15. Dissolution.

- a) If the Committee decides it is necessary or advisable to dissolve the U3A, it shall call a meeting of all members of the U3A of which not less than 21 days notice, stating the terms of the resolution to be proposed, shall be given.
- b) If the proposal is confirmed by a 2/3rds majority of those present and voting, the Committee shall have the power to realise any assets held by or on behalf of the association. Any assets remaining, after the satisfaction of any proper debts and liabilities, shall be given or transferred to one or more associations having Objectives similar to the Objectives of the U3A as the members of the U3A may determine.

16. Alterations to the Constitution.

- a) This Constitution may be altered by a resolution passed by not less than 2/3rds of the members present and voting at a General Meeting.
- b) The notice of the Meeting must include notice of the resolution, setting out in full the terms of the alteration proposed.

END OF CONSTITUTION