



*CONSTITUTION OF THE CHARITY NAMED BELOW, AN UNINCORPORATED MEMBERS ASSOCIATION, AND A MEMBER OF THE THIRD AGE TRUST*

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER: 1033311

This constitution was adopted by the membership at the Special General Meeting held on: 5<sup>th</sup> August 2021

**I certify that this is a true copy**

Signed

Office -

Date of Certification

**1 Name**

The name shall be The Lea Valley University of the Third Age hereinafter referred to as the LVU3A.

**2 Objects & Powers**

2.1 Objects

The Objects of the LVU3A 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, and who are normally resident in the Borough of Broxbourne and the surrounding locality.

2.2 Powers

In furtherance of the above, the LVU3A may:

- (i) 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 LVU3A may think necessary for the promotion of the above Objects, subject to such consents as may be required by law.
- (ii) Publish books, pamphlets, reports, leaflets, journals, films, videos, CDs, DVDs and instructional material.
- (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, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of the LVU3A and to hold funds in trust for the same.
- (vi) Do all such other lawful things as may be necessary for the achievement of the above Objects.

### 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 of the LVU3A and on payment of the Annual Subscription as determined by that Committee provided that they agree to abide by this Constitution and any conditions properly imposed by that Committee.

3.2 The Committee may terminate the membership of any member if:

- (i) There is any money owing to the LVU3A by that member in respect of membership or other fees after a time lapse of six months.
- (ii) That member acts in a way which is prejudicial to the LVU3A 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.

3.3 The Committee may, at an Annual General Meeting, in exceptional circumstances propose that a member be elected to the position of Honorary Life Member for services rendered to the LVU3A.

3.4 If members of the LVU3A at a General Meeting agree to do so, an Honorary President may be appointed. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Committee but may be invited to be a guest at any Committee meeting at the decision of the Chairman and shall be entitled to attend the Annual General Meeting as a guest.

3.5 The Chairman of the LVU3A shall be the Chairman of a General Meeting at which he/she is present unless the Committee decides to ask the Honorary President to preside.

### 4 Management

4.1 The management of the LVU3A shall be vested in a Committee consisting of members whose duty it shall be, as Trustees of the LVU3A, to carry out its general policy and to provide for the administration, management and control of the affairs and property of the LVU3A. The Committee shall consist of:

- (i) At least five and not more than eleven members, excluding those who are co-opted or invited but including the Principal Officers (Chairman, Secretary, and Treasurer) all of whom shall be elected annually at an Annual General Meeting.
- (ii) Not more than two members as ordinary members who may be co-opted by the Committee; they shall have full voting rights and their term of office shall expire at the next following Annual General Meeting.
- (iii) Persons, who may be invited by the Committee to serve as volunteers because of their special expertise; they shall not have voting rights and their term of service shall expire at the next following Annual General Meeting.

4.2 The election of members of the Committee from the paid-up membership of the LVU3A shall be held at the Annual General Meeting of the LVU3A. The following shall apply:

- (i) Nominations to the Committee duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary by the date specified by the Committee.
- (ii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting and their term of office shall expire at the end of the next following Annual General Meeting.
- (iii) There shall be no fewer than four Committee meetings a year.
- (iv) Principal Officers may, subject to annual re-election, serve for a period of normally maximum three and exceptionally maximum six years. Retiring officers may not otherwise stand for re-election without an intervening period of at least one year except that a retiring Vice-chairman (if such a position is filled at that time) may stand immediately for the post of Chairman.
- (v) Committee members may resign office by giving not less than twenty one days' notice in writing to the Secretary or the Chairman. The Committee has power to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member whom he or she is replacing and shall be eligible for re-election.
- (vi) At Committee meetings, matters shall be decided by a simple majority of votes of Committee members present. In the event of an equality of votes, the Chairman shall have a second or casting vote.
- (vii) The quorum for any Committee meeting shall be fifty percent of the Committee members.

4.3 Special Committee meetings may be called at any time by the Chairman or by any two members of the Committee upon seven clear days' notice being given to all Committee

members of the matters to be discussed.

4.4 The Committee may appoint sub-committees to which it may from time to time, and for such time as it determines, delegate the transaction of such matters and the performance of such acts as it thinks 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, co-option or invitation of any member of the Committee or any sub-committee.

4.6 The Secretary shall ensure that minutes are kept of the Committee, General Meetings and Special 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 Annual General Meeting. At least twenty-one days' notice shall be given in writing to all members. A quorum shall be ten percent of the members. The business of the Annual General Meeting shall include:

- (i) Receiving and approving the Annual Report.
- (ii) Receiving and approving the Annual Accounts audited or examined as appropriate.
- (iii) Electing a Chairman, Secretary, and Treasurer, and not more than eight other members of the Committee.
- (iv) Appointing an auditor or examiner as appropriate for the accounts.
- (v) Considering proposals to alter the Constitution subject to the requirements of clause 14.
- (vi) Considering any other business which has been published in the Agenda.

5.2 A Special General Meeting of the LVU3A may be convened at any time by a resolution of the Committee or upon a requisition signed by one tenth or more of the members stating the object of the meeting. A meeting held on such a requisition shall be called by the Secretary of the LVU3A giving the other members fourteen days' notice of such a meeting. There shall be a quorum when ten percent of the members are present.

5.3 Subject to the provisions of clause 3.4, the Chairman of the LVU3A shall be Chairman of the Committee Meeting, General Meeting or Special General Meeting at which he/she is present. In his/her absence, the Vice-chairman, if present, shall be Chairman and if both are absent the members present shall elect a Chairman for the meeting. In each case, 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.

5.5 Online and hybrid general meetings:

- (i) 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 by electronic means pursuant to this clause 5.5(i), 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.
- (ii) 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.
- (iii) 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.

(iv) 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.

(v) If the meeting is to be held solely by electronic means pursuant to clause 5.5(i), the place of the meeting shall be deemed to be the charity's registered office address.

(vi) Proceedings at a general meeting held by electronic means pursuant to clause 5.3(i), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 5.3(i), 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 7.2 is able to join the meeting successfully.

5.6 All general meetings other than annual general meetings shall be called special general meetings.

5.7 The trustees may call a special general meeting at any time.

5.8 The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

## **6 Notice & Notices**

6.1 If elections to the committee are required under this constitution, all members must be notified at least 28 clear days ahead of the election that nominations are requested and the closing date for the receipt of such nominations shall be at least 21 clear days after this notice is given.

6.2 A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

6.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

6.4 The notice must be given to all the members and to the trustees.

6.5 Any notice required by this constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications.

6.6 The LVU3A may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

6.7 A member who does not register an address with the LVU3A or who registers only a postal address that is not within the United Kingdom, the Isle of Man or the Channel Islands shall not be entitled to receive any notice from the LVU3A.

6.8 A member present in person at any meeting of the LVU3A shall be deemed to have received notice of the meeting and of the purposes for which it was called.

6.9

(a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## **7 Quorum**

7.1 No business shall be transacted at any general meeting unless a quorum is present.

7.2 A quorum is:

- (i) 5 members entitled to vote upon the business to be conducted at the meeting, or
- (ii) one tenth of the total membership at the time, whichever is the greater.

7.3. If:

- (i) a quorum is not present within half an hour from the time appointed for the meeting; or
- (ii) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.

7.4 The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.

7.5 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## **8 Chairman**

8.1 General meetings shall be chaired by the person who has been elected as Chairman.

8.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.

8.3 If there is only one trustee present and willing to act, he or she shall chair the meeting.

8.4 If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

## **9 Adjournments**

9.1 The members present at a meeting may resolve that the meeting shall be adjourned.

9.2 The person who is chairing the meeting must decide the date time and place at which the meeting is to be re-convened unless those details are specified in the resolution.

9.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

9.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re- convened meeting stating the date, time and place of the meeting.

## **10. Votes**

10.1 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

10.2 Voting

(i) by proxy

A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 10.3

(ii) 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.

### 10.3 Proxies

Proxies may only be validly appointed by notice in writing (a Proxy Notice) which:

(i) states the name and address of the member appointing the proxy;

(ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(iii) is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and

(iv) is delivered to the charity in accordance with clause 6.

10.4 The trustees may from time to time determine the form in which Proxy Notices should be submitted to the LVU3A in advance of any general meeting.

10.5 A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

## 11 **Finance**

11.1 The Committee shall comply with their obligations under the Charities Act 1993 and any statutory re-enactment or modification of that Act. All the income and property of the LVU3A shall be applied solely towards the Objects of the said LVU3A and none of it shall be paid or transferred in any way to its Committee members providing that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the said LVU3A (other than a Committee member) and repayment of reasonable and proper out-of-pocket expenses to Committee members or other members incurred in the course of the work of the LVU3A.

One or more bank or building society account shall be opened in the name of the LVU3A and withdrawals shall be made on the signature of two Committee members, one of whom must be a Principal Officer.

11.2 The LVU3A 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 LVU3A and used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.

11.3 The financial year of the LVU3A shall end on 31st July and not more than ten weeks later the Annual General Meeting shall be convened for the purpose of receiving the Annual Report and Accounts, examined or audited as appropriate.

11.4 The Committee may appoint employees, who are not members of the Committee, either permanently or on a fixed term contract, as may from time to time be necessary for carrying out the work of the LVU3A and may fix their terms and conditions of employment. For purposes of employment law, the Committee shall be the employer.

11.5 All proper costs, charges and expenses incidental to the management of the LVU3A and membership of the Third Age Trust may be defrayed from the funds of the LVU3A.

11.6 The Treasurer shall keep accounts of all monies received and expended on behalf of the LVU3A and shall prepare and publish such Accounts, duly examined or audited as appropriate, at the Annual General Meeting. All monetary transactions shall be made through

properly authorised accounts in accordance with the directives of the Committee.

11.7 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 by any other Committee member, provided reasonable supervision be exercised over 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 other than wilful and individual fraud or wrongdoing or wrongful omission on the part of the Committee member who is sought to be made liable.

**12 Property**

Any property of the LVU3A 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.

**13 Powers of the Committee**

All matters not provided for in this Constitution relating to the LVU3A, and not involving an amendment to this Constitution, shall be dealt with by the Committee.

**14 Alteration to the Constitution**

The provisions of this Constitution, other than clauses 2 and 15 and this clause, may be amended with the assent of not less than two-thirds of the members of the LVU3A present and voting at a General Meeting of the LVU3A. 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 LVU3A to cease to be a charity.

**15 Dissolution**

The LVU3A may at any time be dissolved by a resolution passed by a three quarters' majority of those members present and voting at any meeting of the LVU3A 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 LVU3A. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by, or in the name of, the LVU3A shall be transferred to the Third Age Trust registered charity No: 288007.