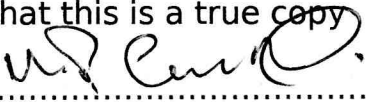


**CONSTITUTION OF PEMBURY UNIVERSITY OF THE THIRD AGE  
(PEMBURY U3A) A MEMBER OF THE THIRD AGE TRUST AS AN  
UNINCORPORATED ASSOCIATION**

THIS IS A CHARITY IN ENGLAND AND WALES  
REGISTERED CHARITY NUMBER 1153076

This constitution was adopted by the membership at the Special  
General Meeting held on 7<sup>th</sup> July 2021

I certify that this is a true copy

Signed   
.....  
Michael Cartwright  
Chairman of the Meeting

Date of certification 14<sup>th</sup> July 2021

**1. NAME**

The name of the charity is PEMBURY U3A, hereinafter referred to as  
'The U3A'.

**2. ADMINISTRATION**

Subject to the matters set out below, the Charity and its property  
shall be administered and managed in accordance with this  
constitution by the members of the Management Committee,  
constituted by clause 6 of this constitution.

**3. OBJECTS**

The charitable purpose of The U3A is:

(i) 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 Pembury , Kent and its  
surrounding locality.

**4. POWERS**

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

- (i) power to raise funds and to invite and receive contributions  
provided that in raising funds the Management Committee  
shall not undertake any substantial permanent trading  
activities and shall conform to any requirements of the law.
- (ii) power to receive donations, endowments, sponsorships,  
grants, legacies and subscriptions from persons desiring to  
promote all or any of the Objects of The U3A and to hold funds  
in trust for the same
- (iii) power to buy, take on lease or in exchange any property

- necessary for the achievement of the Objects and to maintain and equip it for use.
- (iv) power , subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the charity.
  - (v) 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.
  - (vi) power to support any charitable trusts, associations or institutions formed for all or any of the Objects.
  - (vii) power to appoint and constitute such advisory committees as the Management Committee may think fit.
  - (viii) power to organise and run conferences, lectures, seminars and courses.
  - (ix) power to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos.
  - (x) power to participate in and assist in the development of area and regional groupings of U3As.
  - (xi) power to do all such other lawful things as are necessary for the achievement of the Objects.

## 5. MEMBERSHIP

- (i) Membership of The U3A shall be open to individuals who are interested in participating in and furthering the work of The U3A, provided that they agree to abide by this Constitution and any membership conditions properly imposed by the Management Committee and to pay the annual subscription as determined by the Management Committee and approved by the membership at an Annual or Special General Meeting, No individual may be admitted to membership if the Management Committee considers that they do not meet these conditions.
- (ii) Every individual member shall have one vote.
- (iii) The Management Committee may and for good reason terminate the membership of any member if annual membership or other fees are unpaid for three months 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 or brings it into disrepute, provided that the individual concerned shall have the right to be heard by the Management Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.

## 6. MANAGEMENT COMMITTEE

The management of The U3A shall be vested in a Management Committee, 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.

- (i) **Honorary Officers**  
At the Annual General Meeting of The U3A the members shall elect from amongst themselves a Chairman, a Vice-Chairman or Vice-Chairmen, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting and a President if the creation of such a post has been agreed at a General Meeting.
- (ii) **Management Committee**  
The Management Committee shall consist of not fewer than five (5) and not more than twelve (12) members being:
  - (a) the honorary officers specified in the preceding clause
  - (b) not fewer than one (1) and not more than eight (8) members elected at an Annual General Meeting who shall hold office from the conclusion of that meeting.
- (iii) The Management Committee may in addition appoint not more than two (2) co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.
- (iv) Persons, who may not be Pembury U3A members, may be invited by the Management Committee to serve because of their special expertise. They shall have no voting rights and their term of office shall expire at the next Annual General Meeting.
- (v) Vacancies on the Management 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.
- (vi) The proceedings of the Management 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 of the Management Committee.
- (vii) A member of the Management Committee shall cease to hold office if he or she:
  - (a) is disqualified from acting as a member of the Management Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
  - (b) becomes incapable by means of mental disorder, illness or injury of managing and administering his or her own affairs.
  - (c) is absent without the permission of the Management Committee from three consecutive meetings and the

- Management Committee resolve that his or her office be vacated.
- (d) is subject to a vote of no confidence from the Management Committee as a result of actions which bring The U3A into disrepute, or conduct prejudicial to The U3A, or failure to abide by the terms of this constitution, or decisions of the Management Committee.
  - (e) notifies in writing to the Management Committee a wish to resign (but only if at least four members of the Management Committee will remain in office when the notice of resignation is to take effect, which shall be at least twenty-one days from the receipt of the notification).

## 7. ELECTION OF MEMBERS OF THE MANAGEMENT COMMITTEE

- (i) The election of members of the Management Committee shall be held at the Annual General Meeting of The U3A.
- (ii) The newly elected Management Committee shall take office at the conclusion of the Annual General Meeting.
- (iii) Officers shall serve for three years and Committee Members for three years. Retiring Officers may stand for re-election provided that no-one may hold the office of Chairman or Vice-Chairman for more than three consecutive years without an intervening period of at least one year, except that a retiring Vice-Chairman may stand immediately for the post of Chairman.
- (iv) If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, the Management Committee may appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present is 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 fewer than two thirds of the members present for the request to be made.
- (v) 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 Management Committee to ask the retiring officer to stay until the next AGM.

## 8. MEETINGS AND PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- [i] The Management Committee shall hold at least four ordinary meetings yearly.
- [ii] A special meeting may be called at any time by the Chairman, or by any four members of the Management Committee, upon not fewer than seven days' notice being given to the other members of the Management Committee of the matters to be discussed, unless it concerns the appointment of a co-opted member, in which case not fewer than twenty one days' notice must be given.
- [iii] The Chairman shall chair the meetings and, in his or her absence, the Vice Chairman shall do so or if he or she is also absent the Management Committee shall choose one of its number to be Chairman of the meeting before any business is transacted.
- [iv] A President elected by The U3A shall not be a member of the Management Committee and shall not have voting rights.
- [v] There shall be a quorum when at least one half of the number of members of the Management Committee, for the time being, or three members of the Management Committee, whichever is the greater, are present at the meeting.
- [vi] Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on a question but, in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.
- [vii] The Management Committee shall keep minutes of the proceedings at meetings of the Management Committee and any sub-committees and these minutes shall be available for inspection should a member of the Management Committee request it.
- [viii] The Management 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.
- [ix] The Management Committee may appoint sub-committees, consisting of at least one member of the Management Committee, for the purpose of performing any function or duty which, in the opinion of the Management 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.

- [x] No Management 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 Management Committee member, or by reason of any mistake or omission, made in good faith by any Management 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 Management Committee member in question.

## 9. FINANCE

- (i) The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of The U3A, at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two Management Committee members.
- (ii) The funds belonging to The U3A shall be applied only in furthering the objects.
- (iii) 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 U3A work.
- (iv) 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.

## 10. PROPERTY

All property of The U3A shall be applied solely towards the objects of The U3A. 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 Management Committee requests its return.

## 11. ACCOUNTS

The Management Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for The U3A;
- (ii) the preparation of annual statements of account for The U3A;
- (iii) the independent examination of the statements of account of The U3A; and
- (iv) the transmission of the statements of account of The U3A to the Charity Commission.



## 12. ANNUAL REPORT

The Management Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Commission.

## 13. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of the U3A which shall be held in the month of July in each year or as soon as practicable thereafter, but not later than fifteen months after the preceding Annual General Meeting.
- (ii) Every Annual General Meeting shall be called by the Management Committee.. The secretary shall give at least twenty-one days' notice of the Annual General Meeting to all the members of The U3A. All individual members of The U3A shall be entitled to attend and vote at the meeting.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- (iv) The Management Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.
- (v) The Management Committee shall seek approval for the appointment of an examiner for the accounts.
- (vi) Nominations for election to the Management Committee must be made by members in writing and must be in the hands of the Secretary of the Management Committee at least fourteen days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (vii) Any proposals to amend the constitution subject to clause seventeen shall be considered at the Annual General Meeting and any other business published in the agenda.

## 14. SPECIAL GENERAL MEETING.

The Management Committee may call a Special General Meeting of the charity at any time and if at least 20% of the members of the U3A request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days' notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 20% of the members are present.

## 15. PROCEDURE AT GENERAL MEETINGS

- (i) The secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- (ii) There shall be a quorum when at least 20% of the number of

- members of The U3A, are present at any General Meeting.
- (iii) 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 a suitable day and time as the Management Committee may direct, provided twenty-one days' notice is given to all members. If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
  - (iv) The Chairman of The U3A shall be the Chairman of the General Meeting at which he / she is present, unless the Management Committee makes the decision to ask the President to preside.
  - (v) If there is a tied vote, the Chairman or President shall have a single casting vote.

## 16. ONLINE AND HYBRID GENERAL MEETING

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 Management Committee in which each participant may communicate with all the other participants either directly or through the Chair. Where the Management Committee determine that a general meeting is to be held using electronic means pursuant to this clause 16, such determination shall be sent out in the notice of the general meeting sent to members, together with details of how a member may participate in such meeting.

Where the Management Committee determines that a general meeting is to be held by electronic means only, such determination shall be sent out in the notice of the 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.

For the purpose of this clause "exceptional circumstances" means circumstances which in the reasonable opinion of the Management Committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.

Where a general meeting is to be held in person, the Management Committee 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.



If the meeting is to be held solely by electronic means pursuant to clause 16, the place of the meeting shall be deemed to be the home address of the Secretary of the U3A.

Proceedings at a general meeting held by electronic means pursuant to clause 16, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 16, will not be invalidated due to technical issues which prohibit members from joining such a meeting electronically, so long as sufficient number of members to form a quorum under clause 16 is able to join the meeting successfully.

## VOTING

### a) by proxy

A member may appoint a proxy to attend a general meeting and vote on their behalf in accordance with clause 16.

### (b) 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 Management Committee 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.

## PROXIES

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

(a) states the name and address of the member appointing the proxy

(b) identifies the person appointed to be that member's proxy at the general meeting to which that person is appointed

(c) is signed by the member appointing the proxy, or is authenticated in such manner as the Management Committee may determine, and

(d) is delivered to , and so as to be actually received by, the Secretary of the U3A prior to the start time for the general meeting as notified to members of the U3A.

2) The Management Committee may from time to time determine the form in which Proxy Notices should be submitted to the U3A in advance of any general meeting.

## ONLINE MANAGEMENT COMMITTEE MEETINGS

A Management Committee meeting may be held in person or by

suitable electronic means agreed by the Management Committee in which each participant may communicate with all other participants.

## 17. ALTERATIONS TO THE CONSTITUTION

- (i) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not fewer 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.
- (ii) No amendment may be made to clause one (the name of the charity) clause three (the Objects clause) clause eighteen (the dissolution clause) or this clause, without the prior consent in writing of the Commissioners.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

The Management Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

## 18. DISSOLUTION

If the Management Committee decides that it is necessary or advisable to dissolve The U3A, it shall call a meeting of all members of The U3A, of which no fewer than twenty-one 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 and voting, the Management 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 such other local charitable institution or institutions having objects similar to the Objects of The U3A as the members of The U3A may determine, or to the Third Age Trust Registered Charity No. 288007. A copy of the statement of accounts or account and statement, for the final accounting period of The U3A must be sent to the Charity Commission.

The original constitution was adopted on the 6<sup>th</sup> November 2006 and amended at the AGM on 14<sup>th</sup> July 2008.

Further amendments were made at the AGMs on 3<sup>rd</sup> July 2012, 2<sup>nd</sup> July 2013, 5<sup>th</sup> July 2016 and 3<sup>rd</sup> July 2018, and at the Special General Meeting on 7<sup>th</sup> July 2021