u3a Sidmouth
Registered charity No. 1183607

CONSTITUTION OF THE SIDMOUTH U3A

(AN UNINCORPORATED MEMBERS ASSOCIATION AND A MEMBER OF THE THIRD AGE TRUST)

A CHARITY REGISTERED IN ENGLAND AND WALES
REGISTERED CHARITY NUMBER 1183607

This constitution was adopted by the membership at the AGM held on 10th March 2026.

I certify that this is a true Copy
Chairman: Gail Richmond
10th March 2026

1. NAME

The name shall be Sidmouth u3a (in this constitution called 'Su3a').

2. CHARITABLE OBJECT AND POWERS

2.1 The charitable object of Su3a is:
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 Sidmouth and its surrounding locality.

2.2 Powers

[i] In furtherance of the above, Su3a may 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 Su3a may think necessary for the promotion of the charitable purpose, subject to such consents as may be required by law.

[ii] Publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter.

[iii] Encourage and assist in the information and operation of area and regional groups of other Universities of the Third Age.

[iv] Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the charitable purpose of the Su3a and to hold funds in trust for the same

[v] Do any or all such other lawful things as may be necessary for the attainment of the above charitable purpose.

3. MEMBERSHIP

3.1 All persons interested in supporting the charitable purpose of The Third Age Trust shall be admitted to membership at the approval of the Committee and upon payment of the annual subscription, as determined by either the Committee or the membership at the Annual General Meeting, provided they agree to abide by this constitution and any conditions properly imposed by the Committee.

3.2 The Committee may terminate membership of any member if:

[i] There is any money owed to Su3a in respect of membership or other fees after the time lapse approved by the Committee, normally 2 months.

[ii] That member acts in a way which is prejudicial to Su3a 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.

4. MANAGEMENT

4.1 The management of Su3a shall be invested in a 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 Su3a.

[i] The committee shall consist of at least five and not more than twelve members (excluding those who are co-opted) including the Chairman, Vice-Chairman, Secretary, Treasurer, Membership Secretary and Groups Co-ordinator (known as the Officers). The Officers and committee shall be elected at an Annual General Meeting or be appointed by the Committee at the first meeting.

[ii] Not more than two (2) ordinary members may be co-opted to the Committee. They shall have full voting rights and their term of office shall expire at the next following Annual General Meeting.

4.2 The election of the members to the Committee shall be held at the Annual General Meeting of Su3a.

[i] 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.

[ii] The newly elected Committee shall take office at the conclusion of the Annual General Meeting.

4.3 There shall be no fewer than four (4) Committee meetings a year.

4.4 Officers may serve for a period of 3 years and Committee members for a period of 3 years. Retiring officers may stand for re-election, provided that no one may hold the office of Chairman or Vice-Chairman for more than 4 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.

4.5 Committee Members may resign office by giving not less than twenty-one (21) 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 he or she is replacing and shall be eligible for re- election.

4.6 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.

4.7 The quorum for a Committee meeting shall be three (3) or one third of the Committee, whichever is the greater.

4.8 Special Committee meetings may be called at any time by the Chairman or by any two (2) members of the Committee upon seven (7) clear days' notice being given to all the Committee members of all the matters to be discussed.

4.9 The Committee may appoint sub-committees, and 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. 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 any action taken under delegated powers.

4.10 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.

4.11 The Secretary shall ensure that minutes are kept of all sub-committees, Committees 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 15 months after the preceding Annual General Meeting. At least 21 days' notice shall be given in writing to all members. A quorum shall be 10% of the paid-up members. The business of the Annual General Meeting shall include: -

[i] Receiving and approving the Annual Report.

[ii] Receiving and approving the examined accounts.

[iii] Electing a Chairman, Vice Chairman, Secretary, Treasurer, Membership Secretary, Groups Co-ordinator and members of the Committee.

[iv] Appointing an examiner for the accounts or delegating the committee to do so at an appropriate time of the year.

[v] Considering proposals to alter the constitution subject to the requirements of Clause 9.

[vi] Considering any other business which has been published in the Agenda.

5.2 A special General Meeting of Su3a 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. A meeting held on such a requisition shall be called by the Secretary of Su3a giving the other members 14 days’ notice of such a meeting. There shall be a quorum when 10% of members are present.

5.3 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 committee in which each participant may communicate with all the other participants either directly or through the Chair.

[ii] Where the committee determines that a general meeting is to be held using electronic means pursuant to this clause, 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.

[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] Where a general meeting is held in person, the committee may if they deem it appropriate set out a procedure in the notice of the meeting which allows members to attend electronically if they wish, and in such circumstances both members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.

[vi] If the meeting is to be held solely by electronic means pursuant to clause [iii], the place of the meeting shall be deemed to be the Charity's registered office address.

[vii] Proceedings at a general meeting held by electronic means pursuant to clause [i], or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause (ii) 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 clauses 5.1 and 5.2 is able to join the meeting successfully.

5.4 Voting

[i] By proxy. A member may appoint a proxy to attend a general meeting and vote on his or her behalf.

[ii] Electronic balloting. Where a meeting is held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the 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 vote mechanism is to be used at the meeting, the notice of meeting will set this out.

[iii] Proxies may only be validly appointed by notice 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 the member's proxy and the general meeting in relation to which the person is appointed.

[c] is signed by the member appointing the proxy, or is authenticated in such manner as the committee may determine.

[d] is delivered to the charity as specified by the committee.

5.5 Online Trustee (Committee) Meetings.

[i] A trustees' meeting or a meeting of a committee of the trustees may be held in person or by suitable electronic means agreed by the committee in which each participant may communicate with all other participants.

[ii] The Chairman of Su3a shall be the Chairman of any Committee or General Meeting at which he/she is present, unless the Committee has delegated the chairmanship of a Committee to another person. In the Chairman's absence the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.

[iii] Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.

6. FINANCE

6.1 All the income and property of Su3a shall be applied solely towards the Charitable purpose of Su3a 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 Su3a (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 Su3a.

6.2 A bank or building society account shall be opened in the name of Su3a and withdrawals shall be made on the signature of one officer up to the amount of £1000 or two Committee members above £1000, one of whom is a principal officer.

6.3 Su3a shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest or otherwise. Any money raised and received may be retained by Su3a and be used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.

6.4 The financial year of Su3a shall end on 31st January in each year and, not more than twelve (12) weeks later, the Annual General Meeting shall be convened for the purpose of receiving the Annual Report and examined accounts.

6.5 The Committee may appoint employees either permanently or on a fixed term contract, who are not members of the Committee, as may from time to time be necessary for carrying out the work of Su3a and may fix their terms and conditions of employment. For purposes of employment law, the Committee shall be the employer.

6.6 All proper costs, charges and expenses incidental to the management of Su3a and membership of the Third Age Trust may be defrayed from the funds of Su3a.

6.7 The Treasurer shall keep accounts of all the monies received and expended on behalf of Su3a and shall prepare and publish such accounts, duly examined, at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts, in accordance with the directives of the Committee.

6.8 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 other than wilful and individual fraud or wrongdoing or wrongful omission of the part of the Committee member who is sought to be made liable.

7. PROPERTY

Any property of Su3a 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 Su3a and not involving an amendment to this constitution shall be dealt with by the Committee.

9. ALTERATION TO THE CONSTITUTION

9.1 The provisions of this constitution other than Clause 2 & 10 and this clause may be amended with the assent of not less than two-thirds of the members of Su3a present and voting at a General Meeting of Su3a.

9.2 21 clear days' notice shall be given to the members stating the intention to put forward such a resolution.

9.3 No amendment shall be made which would cause Su3a to cease to be a charity.

10. DISSOLUTION

Su3a may at any time be dissolved by a resolution passed by a three-quarters majority of those present and voting at any meeting of Su3a of which at least twenty-one (21) clear days' notice stating the intention to put forward such a resolution shall have been sent to all members of Su3a. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of Su3a shall be transferred to The Third Age Trust Registered Charity No. 288007.