

Teesdale U3A Annual General Meeting – Special Resolutions  
Dated 28 April 2022

Resolution 1. Amend Clause 6. (i) to read:

*At the Annual General Meeting of The U3A the members shall elect from amongst themselves four honorary officers which should include a Chairman, Vice Chairman, Secretary and Treasurer who shall hold office from the conclusion of that meeting.*

Resolution 2. Amend Clause 6. (ii) a), b) and c) to read:

- a) The Committee shall consist of not less than 5 and not more than 12 trustees (including officers).*
- b) The Committee may in addition co-opt up to 3 trustees.*
- c) Co-opted trustees shall have full voting rights and have tenure until the next Annual General Meeting.*

Resolution 3. Amend Clause 7. (iv) and (v) to read:

- iv) The maximum total period of service of any trustee shall be 12 years in any combination of roles whether or not the periods of service are contiguous.*
- v) No-one may hold any specific officer position trustee for a continuous period in excess of 3 years without an interval of at least 1 year between the periods of service.*

#### Resolution 4.

Replace Sections 12 Annual General Meeting and 13 Special General Meeting in their entirety by the wording in Section 10 General Meetings and Section 11 Notice as set out in the u3a Model Constitution dated February 2021.

#### *12. General Meetings*

- i) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution, unless this constitution replaces an earlier constitution in which case sub-clause (ii) applies.*
- ii) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.*
- iii) Online and hybrid general meetings*
  - (a) 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 12 iii) (a), 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.*
  - (b) 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.*
  - (c) 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.*
  - (d) 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.*
  - (e) If the meeting is to be held solely by electronic means pursuant to clause 12 iii) a), the place of the meeting shall be deemed to be the charity's registered office address.*
  - (f) Proceedings at a general meeting held by electronic means pursuant to clause 10 iii), a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 10 iii) a), 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 14 ii) is able to join the meeting successfully.*
  - (g) All general meetings other than annual general meetings shall be called special general meetings.*
  - (h) The trustees may call a special general meeting at any time.*
  - (i) 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.*

### 13. Notice

- i) 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.*
- ii) If a resolution requiring the consent of two-thirds of the members will be proposed at the general meeting, then all members must be notified at least 21 clear days ahead of that meeting.*
- iii) The minimum period of notice required to hold any general meeting of the charity (other than to consider a resolution for which a two-thirds majority of the members is needed) is fourteen clear days from the date on which the notice is deemed to have been given.*
- iv) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.*
- v) 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.*
- vi) The notice must be given to all the members and to the trustees.*

Approved at Annual General Meeting held 28 April 2022

Signed: Annie Clouston

28 April 2022

Chair

Date