

CONSTITUTION OF DÚN LAOGHAIRE DALKEY KILLINEY UNIVERSITY OF THE THIRD AGE (DLDK U3A).

1. NAME

The name of the Association is Dún Laoghaire Dalkey Killiney University of the Third Age hereafter referred to as DLDK U3A.

2. ADMINISTRATION

Subject to the matters set out below DLDK U3A and its property shall be administered and managed in accordance with this constitution by the members of the Steering Group, constituted by clause 6 of this constitution.

3. OBJECTS

The Objects of DLDK U3A shall reflect the aims and U3A ethos of Age Action Ireland, and shall include:

- Empowering older people, through education and learning, to improve their quality of life;
- Promoting personal development, creative expression and intellectual interests;
- Sharing interests, talents, experiences and knowledge with each other;
- Promoting and providing for the learning interests of all members.

4. POWERS AND DECISIONS

1. In furtherance of the Objects but not otherwise, the Steering Group may exercise the following powers:

- a) power to raise funds and to invite and receive contributions provided that in raising funds the Steering Group shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- b) power to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Objects of DLDK U3A and to hold funds in trust for the same.
- c) 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.
- d) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of DLDK U3A.
- e) power to co-operate with other voluntary bodies, charities and statutory authorities operating in furtherance of the Objects or of similar purposes and to exchange information and advice with them.
- f) power to support any charitable trusts, associations or institutions formed for all or any of the Objects.

- g) power to appoint and constitute such advisory committees as the Steering Group may think fit.
 - h) power to organise and run conferences, lectures, seminars and courses.
 - i) power to publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos.
 - j) power to participate in and assist in the development of area and regional groupings of U3As.
 - k) power to do all such other lawful things as are desirable for the achievement of the Objects.
2. Decisions will normally be taken by consensus, both within the Steering Group, other committees and among the members

5. MEMBERSHIP

- a) Membership of DLDK U3A shall be open to individuals who are interested in furthering the work of DLDK U3A and who have paid the annual subscription;
- b) Every individual member shall have one vote.
- c) The Steering Group may and for good reason terminate the membership of any individual
 - 1. if annual membership or other fees are unpaid 3 months after the due date.
 - 2. if the member acts in a way which is deemed prejudicial to DLDK U3A, or to the running of DLDK U3A, or brings it into disrepute, provided that the individual concerned shall have the right to be heard by the Steering Group accompanied by a friend who may also speak, or make written representation, before a final decision is made.

6. STEERING GROUP

The management of DLDK U3A shall be vested in a Steering Group, 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 DLDK U3A.

- a) The Steering Group shall consist of not less than 5 and not more than 9 members being:
 - 1) 4 Honorary Officers being: a Chairman, a Vice Chairman, a Secretary and a Treasurer.
 - 2) not less than 1 and not more than 5 Committee Members.
- b) The Steering Group may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.

- c) Persons, who need not be members, may be invited by the Steering Group to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting. Non-members are subject to the same conditions as members as set out at 5c2.
- d) Vacancies on the Steering Group which arise through resignation or termination during the year may 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-appointment in the prescribed manner at the next Annual General Meeting.
- e) The proceedings of the Steering Group 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 Steering Group shall cease to hold office if he or she:
 - 1) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - 2) Is absent without the permission of the Steering Group from 3 consecutive meetings and the Steering Group resolve that his or her office be vacated.
 - 3) Is subject to a vote of no confidence from the Steering Group as a result of actions which bring DLDK U3A into disrepute or conduct prejudicial to U3A or failure to abide by the terms of this constitution or decisions of the Steering Group.
 - 4) Notifies the Steering Group in writing of a wish to resign (the notice of resignation will take effect no earlier than 21 days from the receipt of the notification).

7. **APPOINTMENT OF MEMBERS OF THE STEERING GROUP**

- a) Appointment of officers and members of the Steering Group will be made each year at the Annual General Meeting of DLDK U3A on recommendations brought forward by the Steering Group.
- b) In making its recommendations, the Steering Group will take into account the need for transparency in the selection process, the expressed interest of members willing and able to serve on the Group, and the desirability of preserving its collective experience and expertise.
- c) The Steering Group shall take office at the conclusion of the Annual General Meeting.
- d) In the event of no nominations being received for one or more of the Honorary Officer posts or no member of the newly appointed committee being willing to take on one or more of the Officer positions a majority decision can be taken by the Steering Group to ask the retiring officer to stay until the next AGM.

- e) Members of the Steering Group will serve a maximum of four years subject to a maximum of three members retiring in any one year.

8. MEETINGS AND PROCEEDINGS OF THE STEERING GROUP

- a) The Steering Group shall hold at least 4 ordinary meetings each year.
- b) The Chairman shall chair the meetings and in his or her absence the Vice Chairman shall take over or if he or she is also absent the Steering Group shall choose one of their number to be chairman of the meeting before any business is transacted.
- c) There shall be a quorum when at least one third of the number of members of the Steering Group for the time being or three members of the Steering Group whichever is the greater, are present at the meeting.
- d) Where necessary, a matter may be determined by a majority of votes of the members of the Steering Group present, who vote on the question. Where the number of votes is tied the Chairman of the meeting shall have a second or casting vote.
- e) The Steering Group shall keep minutes of its proceedings and these minutes shall be available for inspection should a member request it.
- f) The Steering Group 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.
- g) The Steering Group may appoint a Planning Committee and other committees consisting of at least one member of the Steering Group for the purpose of performing any function or duty which in the opinion of the Steering Group would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees are consistent with the terms of DLDK U3A constitution and are fully and promptly reported to the Steering Group.
- h) No Steering Group 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 Steering Group member or by reason of any mistake or omission made in good faith by any Steering Group member or by reason of any other matter other than willful and individual fraud or wrongdoing or actions knowingly beyond the scope of a specific authority or limit thereon on the part of the Steering Group member in question.

9. FINANCE

- a) The funds of DLDK U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Steering Group in the name of DLDK U3A at such financial institution as the Steering Group shall from time to time decide. All cheques drawn on the account must be signed by any two nominated signatories.
- b) The funds belonging to DLDK U3A shall be applied only in furthering the Objects.
- c) 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 DLDK U3A work.
- d) All proper costs, charges and expenses incidental to the management of DLDK U3A may be defrayed from the funds of DLDK U3A.
- e) Members of the Audit Committee will serve a maximum of three years provided that in the event that this would require all members of the Committee to resign in the same year, one member may continue in office for one further year (*Added AGM Nov 2020*)

10. PROPERTY

All property of DLDK U3A shall be applied solely towards the objects of DLDK U3A. Ownership of property is vested in DLDK 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 Steering Group request its return.

11. ACCOUNTS

The Steering Group shall comply with their obligations with regard to:

- a) the keeping of accounting records for DLDK U3A
- b) the preparation of annual statements of account for DLDK U3A
- c) the independent examination of the statements of account of DLDK U3A

12. ANNUAL GENERAL MEETING

- a) There shall be an Annual General Meeting of DLDK U3A which shall be held before the end of each calendar year and in any event not later than 15 months after the preceding Annual General Meeting.
- b) Every Annual General Meeting shall be called by the Steering Group. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of DLDK U3A. All the members of DLDK U3A shall be entitled to attend and vote at the meeting.

- c) Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- d) The Steering Group shall present to each Annual General Meeting the report and accounts of DLDK U3A for the preceding year, for the approval of members.
- f) Any proposals to amend the constitution subject to clause 14 shall be considered at the Annual General Meeting.
- g) If a vote is required on any item, there requires to be a quorum. There shall be a quorum when 20% of the members are present.
- h) In the event of a tied vote the Chairman shall have a second or casting vote.

13. SPECIAL GENERAL MEETING.

- a) The Steering Group may call a Special General Meeting of the Association at any time;
- b) If at least 20% of the members of the association request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting;
- c) At least 21 days notice shall be given of any Special General Meeting. The notice must state the business to be discussed. There shall be a quorum when 50% of the members are present.

14. ALTERATIONS TO THE CONSTITUTION

This Constitution may be altered only by a resolution passed by not less 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

15. DISSOLUTION

If the Steering Group decides that it is necessary or advisable to dissolve DLDK U3A it shall call a meeting of all members of the Association, of which not less than 21 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 who vote the Steering Group shall have power to realise any assets held by or on behalf of DLDK U3A. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such charitable institution or institutions as the members of DLDK U3A may determine or to Age Action Ireland.

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