

# **The Constitution of the Lifelong Learning Centre at Bermuda College**

*In this Constitution “he” shall denote “he” or “she” and “his” shall denote “his” or “her” etc.*

## **Article 1: Name**

1. The name of the organisation shall be the Lifelong Learning Centre at Bermuda College (“LLC”). The LLC is a charity registered with the Registrar of Charities number 641.

## **Article 2: Aims and Objectives**

2.1 The overall purpose of the LLC is to develop programmes of continuing education and physical well-being to enhance the quality of life of its members. The LLC aims to:

- a. increase the potential of people over the age of 55 to live longer, to maintain better health and to reduce vulnerability to degenerative ailments through the provision of lifelong learning opportunities, activities and services;
- b. provide people over 55 with access to supportive social and educational networks which can reduce the risk of isolation and linked physical and mental decline; and
- c. develop a diverse and sensitive community dedicated to learning that enables people over 55 to demonstrate higher levels of autonomy and choice while enjoying the demonstrated benefits of community engagement and participation.

2.2 In pursuit of these aims, the LLC has the following objectives:

- a. provision of a balanced multi-disciplinary portfolio of non-credit educational programmes, courses and activities;
- b. demonstration of the value of liberal arts education for people over 55 particularly in relation to the reduction of vulnerability to depression, early onset dementia and conditions of decline that are associated with ageing;
- c. contribution through practice to the growing body of knowledge about the cognitive value of education for older people with particular reference to the capacity of the fine arts and music to generate emotional well-being, improve quality of life and remediate cognitive decline; and

- d. promotion of wellness and physical well-being through the provision of age-appropriate exercise and activity programmes.

**Article 3: Board of Directors**

- 3.1 The LLC shall be managed by a Board of Directors (“the Board”).
- 3.2 The Board shall have power to determine policy and to authorise expenditure and shall exercise general supervision of the LLC. The Board is responsible for ensuring that the LLC complies with all applicable rules and regulations. It shall be charged with the care and investment of all funds. It shall provide for the safe custody of important documents.
- 3.3 The maximum number of Directors shall be eight, including the Executive Director, who shall be a member of the Board ex officio.
- 3.4 Directors elected by the membership shall be elected at an Annual General Meeting (“AGM”) for a term of three years expiring at the end of the third AGM following their election.
- 3.5 The Board shall choose from amongst themselves a Chairman and a Vice Chairman and shall appoint a Treasurer who may or may not be a member of the Board. If not a member of the Board, the Treasurer shall be entitled to attend all Board meetings but not to vote.
- 3.6 The Board shall appoint an Executive Director who shall be responsible for organising and delivering the courses offered by the LLC (including arranging venues) and shall carry out whatever other duties are indicated in her Position Description or otherwise assigned by the Board. The Executive Director shall be a member of the Board ex officio.
- 3.7 Board meetings shall take place at least twice during each year and as necessary. A quorum for such meetings shall be five Directors. A minimum of seven days’ notice of a Board meeting shall be given to all Directors by electronic or such other means as the Board shall determine. This notice may be waived by unanimous resolution of the Board. Minutes shall be kept of all meetings.
- 3.8 Committees to assist the Board shall be appointed by the Board in consultation with the Executive Director as required. The Executive Director shall serve ex-officio as a member of all Committees.
- 3.9 The Chairman shall preside at all Board and general meetings. In his absence the Vice Chairman shall preside, and should he too be absent, the Board or members, as the case may be, shall elect a chairman of the meeting.

3.10 At each AGM, the Board shall arrange that an election shall be held to elect directors for each position caused by retirement of directors upon expiry of their terms.

3.11 Upon expiry of a term of office, a retiring Director may offer himself for election for a further term of three years.

3.12 The Board shall have the power to co-opt members to fill any casual vacancies, such members serving as Directors until the expiry of the term to which the Director previously serving was elected.

3.13 On adoption of this Constitution by the membership, the Board shall comprise

- i. four directors being members of the committee that ran the Lifelong Learning Centre immediately prior to adoption of this constitution,
- ii. three directors elected from the membership, and
- iii. the Executive Director.

3.14 Of the four directors continuing from the prior committee, they shall agree among themselves as to which two shall serve for a term of one year, and which two shall serve for a term of two years, and failing agreement shall determine their terms by lot.

#### **Article 4: Membership**

4.1 Membership of the LLC shall be open to all persons who have attained the age of 55 years. Membership is open to all persons irrespective of their gender, ethnic origin, ability, religious beliefs or political affiliations.

4.2 Applications for membership shall be submitted to the Executive Director on the appropriate form together with the requisite fee, which shall be refunded if the application is denied.

4.3 The Board shall have the power to refuse membership to any applicant where it considers such membership to be detrimental to the objectives of the LLC.

4.4 The Board shall have the power to cancel a membership for serious disruptive conduct at any Centre activity.

4.5 Each member shall pay an Annual Fee at the most recent rate determined by the Board.

**Article 5: Finance**

5.1 The Financial Year of the LLC shall be from 1 May to 30 April. At the end of each Financial Year Financial Statements shall be prepared by the Treasurer and presented to the Board prior to being submitted to the Annual General Meeting for acceptance by the membership.

5.2 All bank accounts opened by the LLC shall be in the name of the LLC. Any payments must be authorised by at least two Directors or the Treasurer (if not a Director) and one other Director.

5.3 The Treasurer shall maintain the financial records of the LLC, shall initiate all payments and ensure all funds received are deposited as promptly as possible into the LLC's bank account.

**Article 6: General Meetings**

6.1 An AGM shall be held every year as soon as possible after the end of the LLC Financial Year on a day and at a time to be fixed by the Board.

6.2 Notice of such meeting, together with the Agenda thereof, and the names of any Members duly proposed and seconded as candidates for election as Directors thereat, shall be sent by email at least fourteen days before the date of the meeting to each member in good standing at the email address for such member. A copy of such Notice and the names of any Members approved to stand for election as Directors shall also be posted on the LLC's notice board at least fourteen days before the date of such meeting. In the event any member does not have email or does not provide an email address for receipt of such notices, the posting of the Notice on the notice board shall be deemed sufficient notice to such member.

6.3 The business of the AGM will include:

- Minutes of the Last AGM
- Matters arising from the Minutes of the last AGM
- Receipt of the Statement of the financial condition of the LLC as of 30<sup>th</sup> April preceding the meeting.
- Report from the Chairman
- Report from the Executive Director
- Report from the Treasurer and presentation of the financial statements of the LLC as at 30<sup>th</sup> April preceding the meeting
- Election of Directors
- Any Other Business

6.4 At any time during the year a Special General Meeting (“SGM”) may be called by the Board subject to the same notification to members requirement as the AGM.

6.5 An SGM may also be called at any time during the year on the written request of not less than fifteen (15) Members of the LLC and the notice shall state the purpose of the meeting, and the meeting shall limit itself to that purpose.

6.6 Twelve members in good standing shall constitute a quorum of any general meeting, provided that if on two consecutive occasions of which proper notice has been given no meeting has been held for lack of a quorum, then those members present at a third such meeting shall constitute a quorum.

#### **Article 7: Amendments to the Constitution**

7 Any Amendment to the Constitution must be approved at a Special General Meeting by a vote of two thirds of those members present and voting. Proposed amendments to the Constitution are to be incorporated in the notice of the SGM communicated to the membership.

#### **Article 8: Dissolution**

8.1 The LLC may be wound up at any time by a vote in favour by at least two thirds of the members present and voting at a Special General Meeting called for that purpose and requiring a special quorum of 21 members in good standing. The notice for such meeting must incorporate the proposed resolution to wind up the organisation.

8.2 On dissolution, all assets shall be transferred to another organisation in Bermuda with similar aims.

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