

**Constitution of the Alnwick U3A, an Unincorporated Members Association, and a member of the Third Age Trust.**

**This is a Charity in England and Wales.**

**This Constitution was adopted by the membership at the AGM held on 21<sup>st</sup> January, 2021.**

**I certify that this is a true copy**



**Signed:**

**Office (Secretary or Chair of the meeting): Chair**

**Date of Certification: 21/01/2021**

**1. NAME**

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

**2. PROPERTY AND ASSETS**

Subject to the matters set out below, The U3A and its property and other assets shall be administered and managed in accordance with this constitution, by the members of the Executive Committee.

**3. CHARITABLE PURPOSES**

The charitable purposes of The U3A are:

- i. to advance the education of the public and in particular the education of middle aged and older people who are not in full time employment in Alnwick and its surrounding locality;
- ii. the provision of facilities for leisure time and recreational activities with the object of improving the conditions of life for the above persons in the interest of their social welfare.

**4. POWERS**

In furtherance of the charitable purposes but not otherwise, the Executive Committee may exercise the following powers to:

- i. take lease on or in exchange hire and otherwise acquire and sell or dispose of real or personal property and any rights and privileges which

- The U3A may think necessary for the promotion of the charitable purposes, subject to such consents as may be required by law;
- ii. publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter;
  - iii. found and carry on schools and training schools and run lectures, seminars, conferences and courses;
  - iv. encourage and assist in the formation and operation of area and regional groupings of other U3As;
  - v. receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the charitable purposes of The U3A or any of them and to hold funds in trust for the same;
  - vi. all such other lawful things as may be necessary for the attainment of the above charitable purposes or any of them.

## **5. MEMBERSHIP**

- i. Membership of The U3A shall be open to individuals who are in their Third Age and 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 Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual or Special General Meeting. No individual may be admitted to membership if the Executive Committee considers that they do not meet these conditions.
- ii. Every individual member shall have one vote.
- iii. Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.
- iv. The Executive Committee may terminate the membership of any individual:
  - (a) if annual membership or other fees are unpaid 3 months after the due date, or as otherwise approved by the Executive Committee; or
  - (b) by way of expulsion at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of The U3A;Provided that in the case of proposed expulsion at the end of a disciplinary procedure, the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend acting

in their personal capacity, who may also speak, or make written representation before a final decision is made.

## **6. HONORARY PRESIDENT**

- i. The members of The U3A may (but do not have to) elect an Honorary President at the Annual General Meeting. If they do so, the person so appointed will serve until the next Annual General Meeting. A retiring Honorary President may be re-appointed for a further term. There is no limit on the number of terms that may be served. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Executive Committee but may be invited to attend any Executive Committee meeting at the decision of the Executive Committee and shall be entitled to attend the Annual General Meeting as a guest.

## **7. EXECUTIVE COMMITTEE AND OFFICERS**

- i. The management of The U3A shall be vested in the Executive Committee, which shall be the governing body of The U3A and its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of The U3A, may exercise all the powers of The U3A and shall deal with the administration, management and control of the affairs and property of The U3A.
- ii. There must be at least five and not more than ten U3A members appointed to the Executive Committee. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving as an Officer or non-Officer member of the Executive Committee of any other local U3A.
- iii. *Officers*  
The Officers are the Chair, not more than two Vice Chair, Treasurer and Secretary. The Officers shall by virtue of holding their office be members of the Executive Committee. An individual may only serve in one Officer role at a time.
- iv. *Appointment of Officers*  
The Officers shall be appointed by decision of the Executive Committee. The Officers shall be appointed annually, from amongst the Executive Committee members, by decision of the Executive Committee at its first meeting after each Annual General Meeting.

- v. *Appointment of other members of the Executive Committee*
- (a) Not more than two ordinary members may be co-opted to the Executive Committee: they shall have full voting rights and their term of office shall expire at the following Annual General Meeting. At that meeting a retiring co-opted member could be proposed for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution.
- (b) Persons who need not be members may be invited by the Executive Committee to serve because of their special expertise: they shall not have voting rights and their term of office shall expire at the following Annual General Meeting.
- vi. *Terms of office and limits on periods of service*
- Officers and Executive Committee members shall serve for a period of three years. Retiring officers may stand for re-election provided that no one may hold the office of Chair or Vice-Chair for more than two consecutive years without an intervening period of at least one year, except that a retiring Vice-Chair may stand immediately for the office of Chair.
- vii. *Nomination and election of candidates*
- Prior written nomination of any candidate for appointment as a member of the Executive Committee at an Annual General Meeting shall normally be required, made by a proposer and seconder from amongst the membership of The U3A (not being themselves Officers or non-Officer members of the Executive Committee), to be in the hands of the Secretary of The U3A at least 28 days before the meeting. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. Otherwise, nominations of candidates and the conduct of voting for appointments shall be dealt with in accordance with the Standing Orders of The U3A or, if there are no Standing Orders, as determined by the Executive Committee. However if there are insufficient candidates standing for the vacancies the Chair of the meeting may, as a last resort, appeal for any willing member present to agree to stand. A vote must be taken and carried by a simple majority for such an appeal for volunteers at the meeting to be permitted. Any willing candidate may then offer themselves and be proposed to the meeting for appointment in accordance with the Constitution.

viii. *Casual vacancies – Officers and Executive Committee*

The Executive Committee may fill any vacancy arising amongst the Officers or the non-Officer Executive Committee members, until the following Annual General Meeting. Any such appointee must be a member of The U3A. A person so appointed, who shall have full voting rights, may stand for appointment to a first full term at that meeting.

**8. DEFECTS IN APPOINTMENTS**

The proceedings of the Executive 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.

**9. CESSATION OF OFFICE – EXECUTIVE COMMITTEE MEMBERS**

- i. A member of the Executive Committee shall cease to hold office if they:
- (a) are disqualified from acting as a member of the Executive Committee by virtue of charity law;
  - (b) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
  - (c) are absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that their office be vacated;
  - (d) are removed by resolution of the Executive Committee for significant misconduct under the Trustee Code of Conduct, which may only be passed after the completion of the disciplinary procedure set out in that Code;
  - (e) notify in writing to the Executive Committee a wish to resign (but only if at least five members of the Executive Committee will remain in office when the notice of resignation is to take effect which shall be at least 21 days from the receipt of the notification);
  - (f) cease to be a member of The U3A;
  - (g) become an Officer or non-Officer member of the Executive Committee of any other U3A.

**10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- i. The Executive Committee shall hold at least 4 meetings each year. Such meetings will be held in person but may be held by suitable electronic means under exceptional circumstances. For these purposes, “exceptional circumstances” may be defined as circumstances in which, in the reasonable opinion of the Executive

Committee, it is impossible to hold an effective meeting in person. ii. Additional meetings may be called at any time by the Secretary on behalf of the Chair or by any two members of the Executive Committee, upon not less than seven days' notice being given to other members of the Executive Committee of the matters to be discussed, unless it concerns the appointment of a co-opted member, in which case not less than twenty one days' notice must be given.

- iii. The Chair shall chair the meetings and in their absence a Vice-Chair shall take over or, if there is no Vice-Chair present, the Executive Committee shall choose one of their number to be Chair of the meeting before any business is transacted.
- iv. There shall be a quorum when at least one-third of the number of members of the Executive Committee or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- v. Every decision shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes, the Chair of the meeting shall have a casting vote in addition to their own vote.
- vi. The Executive Committee shall ensure that minutes are taken of all its meetings and those of any sub-committees and are available for inspection should a member request it.
- vii. The Executive 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 (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.
- viii. The Executive Committee may appoint sub-committees including at least one member of the Executive Committee, for the purpose of performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any subcommittees shall be fully and promptly reported to the Executive Committee. The Executive Committee shall authorise the terms of reference of sub-committees and may alter them from time to time. Sub-committees may make proposals to the Executive Committee, but may not make decisions and they shall not have any expenditure authority.

- ix. No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by them or by any other Executive Committee member or by reason of any mistake or omission made in good faith by any Executive 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 Executive Committee member in question.

## **11. FINANCE**

- i. The financial year of The U3A shall end on such date as the Executive Committee shall decide, provide always that the financial year must be in accordance with applicable charity law requirements and the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.
- ii. The funds of The U3A shall be paid into such accounts as the Executive Committee may open in the name of The U3A. All transactions on such accounts shall be carried out in accordance with the terms of that account as agreed with the account provider and approved and accepted by the Executive Committee from time to time. Only members of the Executive Committee, authorised by the Executive Committee to do so, may arrange and authorise any transaction on any of The U3A's accounts and dual authorisation shall normally be required for all transactions.
- iii. The Executive Committee shall determine the financial controls and procedures to be followed by The U3A, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.
- iv. The funds belonging to The U3A shall be applied only in furthering the charitable purposes.
- v. No funds shall be transferred in any way to Executive Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of pocket expenses incurred by a member of the Executive Committee in the discharge of their duties for The U3A.
- vi. All proper costs, charges and expenses incidental to the management of The U3A and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of The U3A.

## **12. PROPERTY**

- i. All property of and held on behalf of The U3A shall be applied in accordance with charity law.
- ii. Title to any property shall be held on behalf of The U3A in such manner as the Executive Committee thinks fit from time to time and in ways permitted by charity law.

## **13. ACCOUNTING AND REPORTING**

- i. The Executive Committee shall comply with its obligations under charity law, and observe applicable time limits in the case of obligations to file items with the Charity Commission if applicable, with regard to:
  - (a) the keeping of accounting records for The U3A;
  - (b) the preparation of annual statements of account and a trustees' report for The U3A;
  - (c) the audit or independent examination of the statements of account of The U3A (if required by law);
  - (d) the making of a charity annual return to the Charity Commission if applicable;
  - (e) the transmission of the statement of accounts and trustees' report of The U3A to the Charity Commission, if applicable.

## **14. ANNUAL GENERAL MEETING**

- i. There shall be an Annual General Meeting of The U3A which shall be held on such date as the Executive Committee may determine in each calendar year.
- ii. Every Annual General Meeting shall be called by the Executive Committee. This formal notice shall give at least 21 days' notice of the Annual General Meeting to all the members of The U3A. The notice shall specify that the meeting is the Annual General Meeting and shall set out the business of the meeting, including resolutions to be proposed, and shall provide information about proposals for the election of Officers and non-Officer members of the Executive Committee to be made at that meeting. All members of The U3A shall be entitled to attend and vote at the meeting.
- iii. The Executive Committee shall present to each Annual General Meeting the trustees' report and annual accounts of The U3A for the preceding year.
- iv. The Executive Committee shall seek approval for the appointment of any independent examiner or auditor for the accounts from the



membership at the Annual General Meeting, if permitted or required to do so by charity law.

- v. Any proposals to amend the constitution subject to clause 17 shall be considered at the Annual General Meeting as shall any other business as set out in the notice.
- vi. Under exceptional circumstances (as defined in Clause 10), a General Meeting (whether an Annual General Meeting or a Special General Meeting as described in Clause 15) may be held by suitable electronic means. Such means must enable each participant to communicate with all the other participants either directly or through the Chair. When the Executive Committee determines that a General Meeting is to be held using electronic means, this shall be made clear in the Notice of General Meeting sent to members, together with details of how a member may participate in such a meeting, along with an explanation of the exceptional circumstances which require the General Meeting to be held in this way. If a General Meeting is to be held by electronic means, the place of the meeting shall formally be deemed to be the Charity's registered address. Proceedings at a General Meeting held by electronic means will not be invalidated due to technical issues which prohibit members from joining such a meeting electronically, so long as a sufficient number of members to form a quorum is able to join the meeting successfully. For such purposes, the number of members attending the meeting electronically will be added to the number voting by proxy (as described below).

Voting may be by a combination of two methods;

- (a) by proxy. A member, unable to attend a meeting held by electronic means, may appoint the Chair as a proxy to vote as directed on his or her behalf;
- (b) by show of hand.

Proxy votes must be delivered to the Chair in writing, which may be by electronic means, in a way which;

- (a) states the name of the member requesting the proxy;
- (b) states the way the proxy vote should be cast on an agenda item by item basis.

**15. SPECIAL GENERAL MEETING**

The Executive Committee may call a Special General Meeting of The U3A at any time and if at least 20% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice shall be given. The notice must state the business to be discussed.

**16. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS**

- i. Notices of meetings, documents and other communications from The U3A to a member may be sent by electronic communication provided The U3A wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The U3A. It is the responsibility of that member to notify The U3A of any change to that address and to comply with any security and other procedures determined by the Executive Committee for such communications. A member may opt to return to hard copy communications at any time.
- ii. Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.
- iii. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- iv. There shall be a quorum when at least 20% of the number of members of The U3A, are present at any General Meeting.
- v. 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 another day and time as the Executive Committee may direct provided 21 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.
- vi. The Chair of The U3A shall be the Chair of any General Meeting at which they are present. In the absence of the entitled Chair, the Executive Committee members present shall have the power to elect a Chair for the meeting.
- vii. If there is a tied vote the Chair of the meeting has a single casting vote.
- viii. A special General Meeting of The U3A may be convened at any time by a resolution of the Executive Committee or upon a requisition signed by one fifth or more of the members stating the objective of the meeting.

A meeting held on such a requisition shall be called by the Secretary of The U3A giving the other members 14 days' notice of such a meeting. There shall be a quorum when 20% of members are present.

## **17. ALTERATIONS TO THE CONSTITUTION**

- i. Subject to the following provisions of this clause, the Constitution other than clauses 3, 4, 17i and 18 may be altered in any way by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. 21 clear days' notice shall be given to the members stating the intention to put forward such a resolution.
- ii. If The U3A is a registered charity, no amendment may be made to clause 3 (the charitable purposes) without the prior consent in writing of the Charity Commission.
- iii. No amendment may be made which would have the effect of making The U3A cease to be a charity at law.  
The Executive Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission if The U3A is registered.

## **18. DISSOLUTION**

- i. The U3A may at any time be dissolved by a resolution passed by a three-quarters majority of those present and voting at any meeting of the said U3A of which at least 21 days' notice stating the intention to put forward such a resolution shall have been sent to all members of the U3A. If any assets remain after the satisfaction of all debts and other, such assets held by or in the name of The U3A shall liabilities, such shall be given or transferred to the Third Age Trust (registered charity in England and Wales no. 288007).
- ii. A copy of the statement of accounts and relevant reports, for the final accounting period of The U3A, must be sent to the Charity Commission if The U3A is registered.