

**1 March 2018**

CONSTITUTION OF A CHARITY NAMED BARNSTAPLE THIRD AGE GROUP, AN UNINCORPORATED MEMBERS ASSOCIATION AND A MEMBER OF THE THIRD AGE TRUST

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER\*:

1032926

This constitution was adopted by the membership at the AGM held on:

1st March 2018 .

<b>I certify that this is a true copy</b>
Signed
Name David Eagles ----- Office (Chairman of the meeting)
Date of Certification  01/03/18

**1. NAME**

The name of the charity is Barnstaple Third Age Group, hereinafter referred to as 'The Group'.

**2. PROPERTY AND ASSETS**

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

**3. OBJECTS**

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 to personal development in North Devon and its surrounding locality.

**4. POWERS**

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

- i. raise funds and to invite and receive contributions for The Group by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
- ii. receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The Group and its charitable purposes and to hold and apply any funds so acquired for the charitable purposes (subject to any restricted funds being applied to the relevant restricted purposes);
- iii. buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal);

- iv. sell, lease or otherwise dispose of all or any part of the property of The Group, subject to any consents required by law;
- v. co-operate with other charities, voluntary bodies and statutory authorities;
- vi. support any charitable organisations with regard to the pursuit of The Group's charitable purposes;
- vii. appoint and constitute such advisory committees as the Executive Committee may think fit;
- viii. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- ix. publish, supply and make available books, pamphlets, reports, leaflets, journals, instructional matter, educational materials and aids of all kinds, whether in printed, electronic or any other forms;
- x. associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust in any way;
- xi. do all such other lawful things as are appropriate to the pursuit of the charitable purposes and the delivery of benefit to the public in accordance with the charitable purposes.

## **5. MEMBERSHIP**

- i. Membership of The Group shall be open to individuals who are in their Third Age and are interested in participating in and furthering the work of The Group, 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 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 Group.
- iv. The Executive Committee may terminate the membership of any individual:
  - (a) if annual membership or other fees are unpaid one month after the due date;
  - 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 Group;

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 Group 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 Group shall be vested in an Executive Committee, which shall be the governing body of The Group and its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of The Group, may exercise all the powers of The Group and shall deal with the administration, management and control of the affairs and property of The Group.
- ii. There must be at least five and not more than twelve Group 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 Chairman, not more than two Vice Chairmen, 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. Terms of office and limits on periods of service*

All members of the Executive Committee have a three year term of office and may stand for re-election after one term, but may not serve more than two consecutive terms. After two consecutive terms all members must stand down for at least one year.

### *vi. 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 Group (not being themselves Officers or non-Officer members of the Executive Committee) and to be in the hands of the Secretary of The Group 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 Group or, if there are no Standing Orders, as determined by the Executive Committee. However if there are insufficient candidates standing for the vacancies the Chairman 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 him or herself and be proposed to the meeting for appointment in accordance with the Constitution.

### *vii. 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. A person so appointed shall have full voting rights during the remainder of the Committee year, and he or she may stand for appointment to a first full term at the following Annual General Meeting, provided that he or she is both a member of The Group and is already, or is newly elected to be, a Committee member.

### *viii. Co-options to Executive Committee*

The Executive Committee may in addition appoint not more than two co-opted members of the Executive Committee (who must be Group members), who shall have full voting rights

and hold office until the next Annual General Meeting. At that meeting a retiring co-opted member could be proposed for appointment to the Executive Committee, in accordance with the relevant provisions of this constitution. Provided always that an individual cannot be co-opted more than three times in succession.

## **8. DEFECTS IN APPOINTMENTS**

- i. 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 he or she:
  - (a) is disqualified from acting as a member of the Executive Committee by virtue of charity law;
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (c) is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his or her office be vacated;
  - (d) is 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) notifies 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) ceases to be a member of The Group;
  - (g) becomes 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.
- ii. Additional meetings may be called at any time by the Secretary on behalf of the Chairman 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 Chairman shall chair the meetings and in his or her absence a Vice-Chairman shall take over or, if there is no Vice-Chairman present, the Executive Committee shall choose one of their number to be Chairman 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 Chairman of the meeting shall have a casting vote in addition to his or her 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 sub-committees 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 him or her 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 Group shall end on such date as the Executive Committee shall decide, providing 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 Group shall be paid into such accounts as the Executive Committee may open in the name of The Group. 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 Group'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 Group, 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 Group 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 his or her duties for The Group.
- vi. All proper costs, charges and expenses incidental to the management of The Group and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of The Group.

## **12. PROPERTY**

- i. All property of and held on behalf of The Group shall be applied in accordance with charity law.
- ii. Title to any property shall be held on behalf of The Group 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, with regard to:
  - (a) the keeping of accounting records for The Group;
  - (b) the preparation of annual statements of account and a trustees' report for The Group;
  - (c) the audit or independent examination of the statements of account of The Group (if required by law);
  - (d) the making of a charity annual return to the Charity Commission;
  - (e) the transmission of the statement of accounts and trustees' report of The Group to the Charity Commission

#### **14. ANNUAL GENERAL MEETING**

- i. There shall be an Annual General Meeting of The Group 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 Group. 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 members of the Executive Committee to be made at that meeting. All members of The Group 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 Group 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.

#### **15. SPECIAL GENERAL MEETING**

The Executive Committee may call a Special General Meeting of The Group 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 Group to a member may be sent by electronic communication provided The Group wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The Group. It is the responsibility of that member to notify The Group 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 Group.

- iv. There shall be a quorum when at least 15% of the number of members of The Group, 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 Chairman of The Group shall be the Chairman of any General Meeting at which he or she is present. In the absence of the entitled Chairman, the Executive Committee members present shall have the power to elect a Chairman for the meeting.
- vii. If there is a tied vote the Chairman of the meeting has a single casting vote.

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

The provisions of this Constitution other than clauses 3, 18 and this clause may be amended with the assent of not less than two-thirds of the members of the Group present and voting at a General Meeting of the Group. Twenty-one clear days' notice should be given to the Group stating the intention to put forward such a resolution. No amendment shall be made which would cause the Group to cease to be a charity.

## **18. DISSOLUTION**

- i. The Group may at any time be dissolved by a resolution passed by a three-quarters' majority of those present and voting at a meeting of the Group of which at least twenty-one clear days' notice stating the intention to put forward such a resolution shall have been sent to all members of the Group.
- ii. If any assets remain after the satisfaction of all debts and liabilities, such property held by or in the name of the Group shall be transferred to such charitable institution or institutions having objects similar to the Group as the Group shall decide.