

15. PROCEDURE AT GENERAL MEETING:

1. The Secretary or other person specially appointed by The Committee shall keep a full record of proceedings at every General Meeting of Boston U3A.
2. There shall be a quorum when not less than one fifth of the number of Boston U3A Members is present at any General Meeting.
3. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned or not as The Committee may direct. If at an adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, those Boston U3A members who are present shall constitute a quorum.
4. The Chair of Boston U3A shall chair General Meetings. In his / her absence, the Vice Chair shall take over or if he / she is also absent Members of Boston U3A who are present shall elect a Chair for the meeting.
5. Only Boston U3A members shall be entitled to vote at any General Meeting
6. If there is a tied vote, the Chair of the meeting shall have a casting vote. This shall be in addition to his / her substantive vote.
7. Accidental omission to give notice to any Boston U3A member shall not invalidate the proceedings.

16. ALTERATION TO THE CONSTITUTION:

1. Subject to the following provisions of this clause, this constitution may be altered by a resolution passed by not less than two thirds of Boston U3A members present and voting at a General Meeting, the notice of which must set out the terms of the resolution to be proposed.
2. No amendment may be made to Clause 1 (name clause), Clause 3 Objects clause or clause 17 (Dissolution Clause) without the prior consent in writing of the Charity Commission.
3. The Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

17: DISSOLUTION:

If the Executive Committee decided that it is necessary or advisable to dissolve Boston U3A it shall call a meeting of all members of Boston U3A, of which no less than twenty one days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by three quarters of those present and voting the Executive Committee shall have power to release any assets held on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other such local charitable institution having objects similar to the Objects of Boston U3A as the members may determine or to the Third Age Trust Registered Charity No 288007. A copy of the statement of accounts and statement, for the purpose of final accounting period of Boston U3A must be sent to the Charity Commission

CONSTITUTION of BOSTON & DISTRICT University of the Third Age. (U3A)



THE UNIVERSITY OF THE THIRD AGE

Member of the Third Age Trust as an Incorporated Association

Formally adopted 20th March 2018 at the General Meeting.

1. **NAME:**
The name of the Charity is Boston & District - Lincolnshire U3A.
2. **CHARITABLE STATUS:**
The charitable trust, named Boston & District - Lincolnshire U3A, number 1095865, was registered with the Charity Commission on the 6th February ,2003, in accordance with the Charities Act 1993.
3. **OBJECTS: The objects of Boston & District U3A are:**
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 personal development.
4. **POWERS:**
In furtherance of the objects but not otherwise Boston U3A may exercise the following powers to:
Raise funds and invite and receive contributions providing that in raising funds Boston U3A does not undertake any substantial permanent trading activities and conforms to the requirements of the law;
Receive donations, endowments, sponsorship, grants, subscriptions and legacies from persons and / or institutions to promote all or any of the Objects and to hold funds in trust for same;
Buy, take on lease or in exchange, any property necessary for the achievement of the Objects and to maintain and equip for use;
Sell, lease or dispose of all or any part of the property of Boston U3A, subject to any consents required by law;
To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
Support any charitable trusts, associations or institutions formed for any of the Objects;
Appoint advisory committees;
Organise and run conferences, lectures, seminars and courses;
Publish books, pamphlets, reports, leaflets, journals and instructional matter, produce films and videos and DVD's and Sound Recordings making use of current technology.
Participate in and assist in the development of area and regional groupings of U3As.
Do all such other lawful things as may be necessary for the achievement of the Objects

2. The preparation of annual accounts for Boston U3A;
3. The independent examination annually of accounts of Boston U3A;
4. The transmission of financial information concerning Boston U3A to the Charity Commission and
5. The preparation of an annual return and its transmission to the Charity Commission

13. ANNUAL GENERAL MEETING:

1. There shall be an Annual General Meeting of Boston U3A which shall be held not later than two months after the close of the financial year, but in exceptional circumstances it may be deferred though not later than four months after the close of the financial year.
2. The Committee shall call the Annual General Meeting of which the Secretary shall give at least twenty one days' notice in writing to all U3A members with the Agenda set by The Committee.
3. All members are entitled to attend and vote at the meeting.
4. The Committee shall present to each Annual General Meeting for approval a report and accounts of Boston U3A for the preceding year.
5. The committee shall seek approval of its proposal for the rate of subscription for the following year.
6. The Committee shall seek approval for the appointment of the examiner of the accounts.
7. The Committee shall be elected at The Annual General Meeting.
8. If, not later than twenty eight days before the end of each financial year, a Boston U3A member submits to the secretary, a motion for consideration at the Annual General Meeting, it shall be considered by The Committee for inclusion on the Agenda.
9. Any proposals to amend the constitution, subject to clause 17, shall be considered at the Annual General Meeting.
10. There shall be considered in the Annual General Meeting, only business notified to Boston U3A members in accordance with clause 13(2)

14: SPECIAL GENERAL MEETING:

There shall be a Special General Meeting of Boston U3A at any time by resolution of The Committee, or upon a written requisition signed by not less than one fifth of Boston U3A members stating the business to be considered, delivered to the Secretary who shall within fourteen days call the meeting, giving to all Boston U3A members at least twenty one days' notice stating the business to be discussed

9. No member of The Committee shall be chargeable or responsible for loss caused by any act done or omitted to be done by him / her or by any other member of The Committee or by reason of any mistake made in good faith by any member of The Committee 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 member of The Committee in question

10: FINANCE:

1. The funds of Boston U3A, including all contributions, donations and bequests at such a bank as The Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two unrelated members of The Committee, one of whom shall be an Officer.
2. The funds belonging to Boston U3A shall be applied only in furthering 'The Objects'.
3. No funds shall be transferred in any way to members of The Committee, provided that nothing herein shall prevent in good faith of reasonable and proper out of pocket expenses incurred in the course of the work of Boston U3A.
4. All proper costs, charges and expenses incidental to the management of Boston U3A and members of the Third Age Trust may be defrayed from the funds of Boston U3A.
5. Subscription is, unless and until otherwise decided by Boston U3A Members, at a General Meeting the financial year shall begin on 1st of August of each year.
6. Unless and until otherwise decided by Boston U3A Members at a General Meeting the subscription year of Boston U3A shall begin on 1st of August of each year by which date members annual subscription is due to be paid.

11: PROPERTY:

1. All property of Boston U3A shall be applied solely towards The Objects.
2. Ownership of property is vested in Boston U3A and items may, with the agreement of The Committee be kept on a temporary basis in the custody of a nominated Boston member in pursuance of his / her designated role until such time as his / her responsibility for that role ceases or The Committee requests their return.
3. An assets list shall be maintained by a nominated committee shall be reviewed annually

12: ACCOUNTS AND ANNUAL RETURN:

1. The Committee shall ensure that Boston U3A complies with its obligations under the Charities Act (or any statutory re-enactment or modification of them) with regard to:-
2. The keeping of accounting records for Boston U3A;

5: ADMINISTRATION:

1. Boston U3A and its property shall be administered and managed in accordance with this constitution by an elected Executive Committee hereafter referred to as The Committee constituted by clause 7 of this constitution.
2. Members of the elected Executive Committee shall serve as appointed Trustees of the Charity - Boston & District Lincolnshire U3A, to meet the requirements of the Charity Commission.

6. MEMBERSHIP:

1. Membership of Boston U3A shall be open to persons interested in participating in 'The Objects' of Boston U3A providing that they agree to abide by this constitution and any conditions properly imposed by Boston U3A and to pay the annual subscription as approved by the membership at a General Meeting. Membership shall be available to any corporate body or unincorporated association, hereinafter called 'member organisations', which is interested in furthering 'The Objects' of Boston U3A and has paid any subscription, provided that they agree to abide by this constitution and any conditions properly imposed by the Committee.
2. Each individual member of Boston U3A, hereinafter referred to as a 'Boston U3A member' or collectively as 'Boston U3A members' shall have ONE vote at a General Meeting.
3. The Committee may terminate, at its discretion, the membership of a Boston U3A member if annual membership, or other fees are unpaid at the end of two months after the beginning of a subscription year, as provided for in Clause 9 (vi) of this constitution, or if the member concerned acts in a way that is prejudicial to Boston U3A or brings it into disrepute, provided that, before the final decision is made, the member shall have the right to be heard by the committee accompanied by a friend who may also speak, or make written representation.

7. THE EXECUTIVE COMMITTEE:

It shall be the duty of the Executive Committee to carry out the general policy of Boston U3A and to provide for the administration, management and control of the affairs and property of Boston U3A.

They shall consist of:-

1. The Executive Committee shall consist of members of Boston U3A, to be elected at the Annual General Meeting of Boston U3A, who shall hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting. The meeting shall conclude immediately following the election of the Officers.
2. Officer members, namely a Chair, Vice Chair, Secretary and a Treasurer elected as such at the Annual General Meeting.
3. Ordinary members of which there shall be a minimum of one and a maximum of six providing, in the case of any office not being filled at the Annual General Meeting, that the number of ordinary members to be

to the Executive Committee shall be increased accordingly, and that the Committee may fill the vacant office from its membership.

4. If it is deemed necessary The Committee may temporarily co-opt members for specific purposes, at their discretion.
5. Persons, who need not be a U3A member, may be invited by The Committee because of their special expertise to attend meetings of The Committee, to discuss their area of expertise only, with the right to speak but not to vote.
6. In the event of any vacancy arising on The Executive Committee, The Committee may appoint a U3A Member to fill it. If notice of that vacancy is given the newly appointed person may work alongside the Committee Member who has given notice
7. The work of Boston U3A and the proceedings of the 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.
8. A member of The Committee shall cease to hold office if he / she is disqualified from acting as a member of The Committee by virtue of the Charities Acts, (or any statutory re-enactment or modification of them); Becomes incapable by reason of illness or injury of fulfilling their role on the committee.
9. Is absent without the consent of The Committee from three consecutive meetings and The Committee resolves that his /her office is vacated;
10. Is subject to a vote of no confidence from The Committee as a result of actions which bring Boston U3A into disrepute or conduct prejudicial to Boston U3A or failure to abide by the terms of this constitution or decisions of The Committee; Notifies, in writing, to the Chair or Secretary a wish to resign to take effect at least twenty one days from the receipt of the notification provided that at least four members of The Committee will then remain in office.

8: ELECTIONS OF THE EXECUTIVE COMMITTEE:

1. Nominations for election at the Annual General Meeting to the Executive Committee must be proposed and seconded by Boston U3A Members, in writing, and delivered, with the consent of the nominee to the Secretary at least fourteen days before the Annual General Meeting.
2. Individual Boston U3A members may be nominated for more than one vacancy on the Executive Committee, identifying the preferred post, providing that, if successful, they secure only one post on the Committee.
3. Should nominations exceed vacancies, election shall be by ballot at the General Meeting.
4. Ballot papers should be counted by the invigilator, in the presence of a supporter of each candidate.
5. If insufficient nominations are received to fill the vacancies, the Chair of the A.G.M. may propose a motion authorising him / her to accept a late nomination, if no nomination is forthcoming, to invite a Boston U3A member present to reconsider and consent to be put forward as nominee for one of the vacancies. If a vote of approval is carried by not less than two thirds of Boston U3A members the Chair shall proceed accordingly.

6. A General Meeting of Boston U3A may elect an Honorary President who shall not as such be a member of the Executive Committee.
7. Officer members and ordinary members of the Executive Committee shall serve for a period of one year and any of them may stand for re-election, except that a Chair who has held office of Chair for three consecutive years may not stand for re-election to the office of Chair without an intervening period of at least one year, and a Vice Chair who has held the office of Vice Chair for three consecutive years may not stand for re-election to the office of Vice Chair without an intervening period of at least one year.

9: MEETINGS & PROCEEDINGS of the EXECUTIVE COMMITTEE.

1. The Committee shall hold at least four meetings each year.
2. A meeting shall be called at any time by the secretary on the request of the Chair or of any two members of The Committee upon not less than seven days' notice being given to other members of the 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 shall be given.
3. The Chair shall chair the meetings and in his / her absence the Vice Chair shall take over or if s/he is also absent The Committee shall choose one of their number to chair the meeting before any business is transacted.
4. There shall be a quorum when there are present at the meeting not less than either one third or three voting members of the Committee whichever is the greater in either case including one officer member.
5. Every matter shall be determined by a majority of votes of members of The Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
6. The Committee shall ensure that minutes are kept of the proceedings of its meetings which incorporate reports of any sub-committees and these minutes shall be available for inspection by any U3A member.
7. The Committee may, from time to time, make and alter rules for the conduct of its business, the summoning and conduct of its meetings and custody of documents. No rule may be made that is inconsistent with this constitution.
8. The Committee may appoint sub-committees, provided that they include at least one member of the Committee, for the purpose of performing any function or duty which in the opinion of The Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to The Committee.