

**CONSTITUTION OF THE BRANSTON & DISTRICT UNIVERSITY OF THE THIRD AGE (U3A),
A MEMBER OF THE THIRD AGE TRUST,
AS AN UNINCORPORATED ASSOCIATION
FORMALLY ADOPTED ON 22nd MARCH 2005
and
AMENDED PER AGM HELD ON TUESDAY 27 MARCH 2007
and
AMENDED PER EGM HELD ON TUESDAY 24 AUGUST 2010
and
AMENDED PER AGM HELD ON TUESDAY 22 MARCH 2016
and
AMENDED PER AGM HELD ON TUESDAY 27 MARCH 2018**

1 NAME

The name of the charity is **BRANSTON & DISTRICT U3A** hereafter referred to as '**The U3A**'.

2 ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 6 of this constitution.

3 OBJECT

The Object of The U3A is:

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, the Executive Committee may exercise the following powers:

- (i) to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law;
- (ii) to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Objects of The U3A and to hold funds in trust for the same;
- (iii) to purchase, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (iv) subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the charity;
- (v) 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;
- (vi) to support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (vii) to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (viii) to organise and run conferences, lectures, seminars, courses;
- (ix) to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos;
- (x) to participate in and assist in the development of area and regional groupings of U3As;
- (xi) to do all such other lawful things as are necessary for the achievement of the Objects.

5 MEMBERSHIP

(i) Membership of The U3A shall be open to:

- a. Individuals who are in their Third Age residing in Branston and the surrounding area who are interested in participating in and furthering the work of The U3A. Membership is dependent on agreeing 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 confirmed 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.

For the purpose of this Constitution the Third Age is taken to mean people not in full time gainful employment who are in their Third Age being the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility.

- b. any corporate body or unincorporated association which is interested in furthering the work of The U3A and has paid any annual subscription, provided that they agree to abide by this constitution and any conditions properly imposed by the Executive Committee.
- (ii) Each individual member shall have one vote.
- (iii) Each member organisation shall be entitled to receive notice and attend General Meetings of The U3A, having appointed an individual to represent it and informed the secretary of the details, but shall have no voting rights.
- (iv) The Executive Committee may and for good reason terminate the membership of any individual:
 - a. if annual membership or other fees are unpaid two months after the due date;
 - b. if the member acts in a way which is prejudicial to The U3A or to the running of The U3A or brings it into disrepute;
provided that the individual concerned shall have the right to be heard by the Executive Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.

6 EXECUTIVE COMMITTEE

The management of The U3A shall be vested in an Executive Committee, 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 The U3A.

(i) Honorary Officers

At the Annual General Meeting of The U3A the members shall elect from amongst themselves a Chairman, a Vice-Chairman, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting.

(ii) Executive Committee

The Executive Committee shall consist of not less than 6 and not more than 10 members comprised of:

- a. the four honorary officers specified in the preceding clause;
- b. between 2 and 6 further members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (iii) Should the number of members of the Executive Committee be below the maximum of 10, the Executive Committee may in addition co-opt additional members sufficient to bring the number up to the maximum, but not beyond. The co-opted members shall have full voting rights and have tenure until the next Annual General Meeting.
- (iv) Vacancies on the Executive Committee which arise through resignation or termination during the year may be filled by co-opting from the membership. Such appointees shall complete the term of service of the member they are replacing and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.
- (v) 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 Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - b. become incapable by means of illness or injury;
 - c. are absent without the agreement of the Executive Committee from 3 consecutive meetings and the Executive Committee resolves that their office be vacated;
 - d. are subject to a vote of no confidence from the Executive Committee as a result of actions which bring The U3A into disrepute or conduct prejudicial to The U3A or failure to abide by the terms of this constitution or decisions of the Executive Committee;
 - e. notify in writing to the Executive Committee a wish to resign (but only if at least six 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).

- (vi) To avoid conflict of interest and promote a diverse range of Trustees, it is preferable that no two members of the Executive Committee shall be a close family member of another member of the Committee. This includes spouses, parent and child, siblings, partners and other relations deemed by the Committee to be in close family relationship. This condition will apply except in the extreme case of insufficient members being available to give the minimum of six Committee Members.

7 ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- (i) The election of members of the Executive Committee shall be held at the Annual General Meeting of The U3A.
- (ii) The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- (iii) The offices of Chairman and Vice-Chairman shall run for two years and the Vice-Chairman shall succeed the Chairman, when a new Vice-Chairman shall be elected. The retiring chairman may be re-elected as an Executive Committee member for two or three years provided that they shall not be a member of the Executive Committee continuously for more than seven years without an intervening period of at least two years.
- (iv) All other Executive Committee members shall be elected for three years. Retiring members may stand for re-election provided that they shall not be a member of the Executive Committee continuously for more than six years without an intervening period of at least two years.
- (v) If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, the Executive Committee may, as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present is willing to reconsider and put themselves forward as a candidate for one of the vacancies. A vote must be taken on this motion and must be carried by not less than two-thirds of the members present.
- (vi) In the event of no nominations being received for one or more of the Honorary Officer posts or no member of the newly elected committee being willing to take on one or more of the Officer positions a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next AGM.

8 MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall hold at least eight ordinary meetings each year.
- (ii) A special meeting may be called at any time by 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 must be given.
- (iii) The Chairman shall chair the meetings and in their absence the Vice-Chairman shall take over or if they are also absent 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 five members of the Executive Committee are present at the meeting.
- (v) Every matter 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 second or casting vote.
- (vi) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committees and these minutes shall be 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. No rule may be made which is inconsistent with this constitution.
- (viii) The Executive Committee may appoint sub-committees 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 such sub-committees shall be fully and promptly reported to the Executive Committee. Such a sub-committee may include members of the U3A who are not members of the Executive Committee.
- (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 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.

9 FINANCE

- (i) The financial year of The U3A shall end on 31 January in each year.
- (ii) A brief financial report shall be produced by the Treasurer or Assistant Treasurer for each Executive Committee Meeting.
- (iii) The funds of The U3A, including all donations, contributions and bequests, shall be paid into any account operated by the Executive Committee in the name of The U3A at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 Executive Committee members.
- (iv) The funds belonging to The U3A shall be applied only in furthering the Objects.
- (v) 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 U3A work.
- (vi) All proper costs, charges and expenses incidental to the management of The U3A and membership of the Third Age Trust may be defrayed from the funds of The U3A.

10 PROPERTY

All property of The U3A shall be applied solely towards the Objects of The U3A. Ownership of property is vested in The 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 their designated role until such time as the member's tenure of office ceases or the Executive Committee request its return.

11 ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- a. the keeping of accounting records for The U3A;
- b. the preparation of annual statements of account for The U3A;
- c. the independent examination of the statements of account of The U3A; and
- d. the transmission of the statements of account of The U3A to the Charity Commission.

12 ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Commission.

13 ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of The U3A which shall be held in the month of March in each year or as soon as practicable thereafter, but not later than 15 months after the preceding Annual General Meeting.
- (ii) All members of The U3A shall be entitled to attend and vote at the meeting.
- (iii) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of The U3A. This notice must be in writing, but may be given out at a monthly meeting or sent by post or by email to the last postal and email addresses notified by a member. Dispatch of the notice, by whatever means, constitutes due notice, even if a member claims not to have received the notice.
- (iv) Accidental omission to give notice to any member shall not invalidate the proceedings of any Annual General Meeting.
- (v) The Executive Committee shall present to each Annual General Meeting the Annual Report and Examined Accounts of The U3A for the preceding year for approval.
- (vi) The Executive Committee shall seek approval for the appointment of the Examiner for the accounts.
- (vii) Nominations for election to the Executive Committee must be made by members in writing and must be received by the Secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (viii) Items for the agenda must be proposed by members in writing and must be received by the Secretary of the Executive Committee at least 14 days before the Annual General Meeting.
- (ix) Only business published in the agenda may be considered at the AGM.

14 EXTRAORDINARY GENERAL MEETING

- (i) The Executive Committee may call an Extraordinary General Meeting of The U3A at any time, or, if at least ten per cent 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.
- (ii) If there is a tied vote, the Chairman shall have a single casting vote.

15 PROCEDURE AT GENERAL MEETINGS

- (i) The secretary or other person specially appointed by the Executive Committee shall keep a record of proceedings at every General Meeting of The U3A.
- (ii) There shall be a quorum when at least one-quarter of the members of The U3A are present.
- (iii) If within 15 minutes of the time appointed for the meeting a quorum is not present, the chairman may propose the motion "that the meeting proceed with the members present constituting a quorum". The motion is passed if two-thirds of the members present support it.
- (iv) The Chairman of The U3A shall be the chairman of any General Meeting at which they are present.

16 ALTERATIONS TO THE CONSTITUTION

- (i) The Constitution may only be altered by a resolution passed at a duly convened Annual or Extraordinary General Meeting.
- (ii) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of that General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (iii) No amendment may be made to Clause 3, Clause 17 or this Clause of The Branston & District U3A Constitution without the prior consent in writing of the Commissioners.
- (iv) No amendment may be made which would have the effect of making The U3A cease to be a charity at law.
- (v) The Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

17 DISSOLUTION

The U3A may at any time be dissolved by a resolution passed by a 75 per cent majority of those present and voting at any meeting of the said U3A of which twenty-one clear 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 liabilities, such assets held by or in the name of The U3A shall be transferred to the Third Age Trust Registered Charily No 288007. At no time will any member of The U3A be entitled to share any of The U3A's assets.

This constitution was adopted on 22 March 2005 by the persons whose signatures appear below:

Signed: _____
 _____ A. CRAYFORD
 _____ SUSAN MORRIS
 _____ ALICE ROBSON
 _____ ROBERT ARSTRONG

Date: 22nd March 2005

**It was amended on 27 March 2007.
It was further amended on 24 August 2010.
It was further amended on 22 March 2016.
It was further amended on 27 March 2018.**