

University of the Third Age

**Brecon**

**Constitution of**

**The Brecon University of the Third Age**

**(Brecon U3A)**

**A Member of the Third Age Trust**

**As an Unincorporated Association.**

**Reg. Charity Number 1074288.**

### **1. Name**

The name of the charity is “Brecon 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 the constitution, by members of the Executive Committee.

### **3. Charitable Purposes**

The charitable purposes of the 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 in Brecon and the surrounding area.*

#### **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 U3A by any lawful means, provided that in doing so any applicable requirements of the law shall be met.
- II. Purchase, take on lease 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 Objects subject to such consents that may be required by law.
- III. Publish books, pamphlets, reports, leaflets, journals, films, videos, DVDs and instructional matter.
- IV. Found and carry on schools and training courses and run lectures, seminars, conferences and courses.
- V. Encourage and assist in the formation and operation of area and regional groupings of other U3As
- VI. Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of the U3A or any of them and to hold funds in trust for the same.
- VII. Do all such other lawful things as may be necessary for the attainment of the above Objects or any of them.

#### **5. Membership**

1. Membership of The U3A shall be open to all individuals who are in their Third Age and are interested in supporting, participating in and furthering the work of The U3A, provided they agree to abide by this constitution and any membership conditions properly imposed by the Executive Committee and pay the annual subscription as determined by the Executive Committee and approved by the membership at the Annual or Special General Meeting.
2. Every individual member shall have one vote.

III. The committee may terminate membership of a member if:

- a) There is any money owed to The U3A in respect of membership after the lapse of three months following the due date
- b) The member acts contrary to any membership condition or any breach of the "Disciplinary Code" of The U3A, provided that the individual concerned shall have the right to be heard by the committee before a final decision is made.

#### **6. Management.**

The Management of The U3A shall be vested in a Committee consisting of the members whose duty is shall be to carry out its general policy and as Trustees to provide for the administration, management and control of the affairs and property of The U3A.

- i. The Committee shall consist of at least five and not more than eleven members (excluding those co-opted) including the principal officers - Chairman, Vice Chairman, Honorary secretary, Honorary Treasurer and the Travel Co-ordinator. The principal officers and Travel Co-ordinator shall be elected at the Annual General Meeting.
- ii. An individual may only serve in one Officer Role at a time.

- iii. Not more than two ordinary members may be co-opted to the Committee; they shall have full voting rights and their term of office shall expire at the next following Annual General Meeting.
- iv. Persons who need not be members may be invited by the committee to serve because of their special expertise; **they shall not have voting rights and their term of service shall expire at the next following Annual General Meeting.**
- v. **(Clause 7 Option 3)**

**Terms of office and limits on periods of service.**

- a) **Non-Officer members of the Executive Committee have a one year term of office and may serve not more than three terms.**
- b) **Officers other than Treasurer have a one year term of office and may not serve more than three terms in a particular Officer role.**
- c) **The Treasurer has a one year term of office and may serve not more than six terms as Treasurer. For the avoidance of doubt, if a Treasurer serves less than this period and ceases to serve as Treasurer, he could be appointed to another Officer role or could serve as a non-officer.**
- d) **Subject to the provisions regarding the Treasurer above, no individual may serve more than a maximum of six years in any combination of Officer role or could serve as a non-Officer.**

Nominations for election to the committee shall be received by the secretary at least 28 days before the AGM. 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 Chairman of the meeting may, as a last resort, appeal for any willing member present 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 himself and be proposed to the meeting for appointment in accordance with the Constitution.

Casual vacancies. – Officers and Executive Committee.

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

Co-options to Executive Committee.

The Executive Committee may in addition appoint not more than two co-opted members to the Executive Committee, who shall have full voting rights and hold office until the next AGM. At that meeting a retiring co-opted member could be proposed for appointment for a full term on the Executive Committee in accordance with relevant provisions of this constitution. Provided always that an individual cannot be co-opted more than three times in succession.

## 7. Defects in Appointments (Clause 8)

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 so-option of a member.

8. Cessation of Office- Executive Committee Members.(Clause 9)

A member of the Executive Committee shall cease to hold office if he:

- 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 and administering his own affairs,
- c) Is absent without permission of the Executive Committee three consecutive meetings and the Executive Committee resolve that his 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 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 U3A,
- g) Become an Officer on non-officer member of the Executive Committee of any other U3A.

## 9. 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 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 meeting and in his absence 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 members of the Executive Committee present or three members of the Executive Committee, whichever is the greater, present at the meeting.
- v. Every decision shall be determined by a majority of votes of the members of the Executive Committee present on the question, but in the case of equality of votes, the Chairman of the meeting shall have the casting vote in addition to his 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 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 the 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 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 all limit thereon on the part of the part of the Committee member in question.

## **10. Annual and Special General Meetings**

- I. The Annual General Meeting (AGM) shall be held once in each year and not later than 15 months after the preceding AGM. At least twenty-one days' notice in writing shall be given to all members. A quorum shall be 20% of the paid up members. The business of the AGM shall include:



- i. Receiving and approving the Annual Report.
  - ii. Receiving and approving the examined accounts
  - iii. Electing a Chairman, Vice Chairman, Honorary Administrative Secretary, Honorary Treasurer, Travel co-ordinator and members of the Committee
  - iv. Appoint an examiner of the Accounts
  - v. Consider any other business which has been published in the Agenda.
- II. A Special General Meeting of The U3A may be convened at any time by a resolution of the Committee or upon a requisition signed by one fifth or more of the members stating the object of the meeting. A meeting held on such a requisition shall be called by the Administrative Secretary of The U3A giving the other members at least fourteen days (14) notice of such a meeting. There shall be a quorum of 20% of members present.
- III. The Chairman of The U3A shall be the Chairman of any Committee or General Meeting at which they are present. In the absence of the Chairman, the members shall elect a chairman for the meeting. A Chairman so elected shall have a casting vote.
- IV. Accidental omission to give notice to any members shall not invalidate the proceedings of the General Meeting.

#### **11. Finance.**

- I. All income and property of The U3A shall be applied toward the objects of The U3A, and none shall be paid or transferred in any way to its committee members provided that nothing herein shall prevent payment in good faith of reasonable and proper remuneration to any officer or servant of The U3A (other than a Committee member) and repayment of reasonable and proper out of pocket expenses to members or committee members

incurred in the course of the work of The U3A. A Bank or Building Society Account shall be opened in the name of The U3A and withdrawals shall be made on the signature of two committee members, one of whom is a Principal Officer.

- II. The U3A shall have the power to collect and accept donations and to make appeals for donations and to raise money by bequest and otherwise. Any money raised and received may be retained by The U3A and used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.
- III. The financial year of The U3A shall end on the 31<sup>st</sup> July in each year and not more than eight weeks later the AGM shall be convened for the purpose of receiving the Annual Report and examined accounts.
- IV. The Committee may appoint employees either permanently or on a fixed contract who are not members of the Committee, as from time to time may be necessary for carrying out the work of the U3A and may fix their terms and conditions of employment. For purposes of Employment Law the Committee shall be the employer.
- V. 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.
- VI. The Treasurer shall keep account of all monies received and expended on behalf of The U3A and shall prepare and publish such accounts duly examined at the AGM. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.

#### Accounting and Reporting

- i. The Executive Committee shall comply with its obligations under charity Law, observe applicable time

limits in the case of obligations to file items with the Charity Commission, with regards to:

- a) The keeping of accounting records for The U3A
- b) The preparation of annual statements of accounts 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 return for the Charity Commission;
- e) The transmission of the statement of accounts and trustees of The U3A to the Charity Commission.

## **10. Property**

Any property of the Brecon U3A shall be deemed to be held jointly by all members of the Committee, being the Trustees.

## **11. Powers of the Committee.**

All matters not provided for in this constitution relating to The U3A and not involving an amendment to this constitution shall be dealt with by the Committee.

## **12. Alterations to the Constitution.**

- i. Subject to the following provisions of Clause 3, the Constitution may be altered in any way by resolution passed by not less than two thirds of the member present and voting at a General Meeting. The notice of the General Meeting must include notice of resolution setting out the details of the alterations proposed.
- ii. The prior consent of the Third Age Trust must be requested for any proposed alterations to The U3A's constitution. The U3A may proceed with the proposed changes:

- a) At any time after specific consent has been received from the Third Age Trust; or
  - b) When four weeks have passed since the request was delivered and the Third Age Trust has not notified The U3A of any objection to the proposals.
- iii. If The U3A is a registered charity, no amendment may be made to clause 3 (the charitable purposes) without prior consent in writing of the Charity Commission.
- iv. 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.

### **13. Dissolution.**

If the Executive Committee decides that it is necessary or advisable to dissolve The U3A, it shall call a Special General Meeting of all its members of the U3A, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting. The Executive shall have the Power to realise any assets held by or on behalf of The U3A. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:

- a) Any one or more local U3As, which are charities and have charitable purposes similar to those of The U3A, as determined by members of The U3A; or
- b) To the Third Age Trust (registered charity of England and Wales no 288007).

- c) 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.