



CONSTITUTION OF THE CAM, DURSLEY & DISTRICT U3A AMENDED 2017 AND SUBSEQUENTLY AGAIN JUNE 2018.

1. NAME

The name of the Charity is the Cam, Dursley and District University of the Third Age, 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. OBJECTIVES

“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 objectives but not otherwise, the Executive Committee may exercise the following powers to:

- i. raise funds and 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;
- i. receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support the U3A 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);
- ii. buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal);
- iii. sell, lease or otherwise dispose of all or any part of the property of the U3A, subject to any consents required by law;
- iv. co-operate with other local charities, voluntary bodies and statutory authorities;
- v. support any charitable organisations with regard to the pursuit of the U3A's charitable purposes;
- vi. appoint and constitute such advisory committees as the Executive Committee may think fit;
- vii. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- viii. 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;

- ix. associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust in any way;
- x. 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 U3A shall be open to people who are in their Third Age and are interested in participating in and furthering the work of the U3A, providing that they agree to abide by this constitution and any membership conditions properly imposed by the Executive Committee: also, to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual General Meeting. No person may be admitted to membership if the Executive Committee considers that they do not meet these conditions.
- i. Every individual member shall have one vote.
- ii. Members are bound by and shall observe any membership conditions and any disciplinary code of the U3A.
- iii. The Executive Committee may terminate the membership of any individual (or member organisation):
 - (a) if their annual membership or other fees are unpaid 2 months after the due date. Written notice of such termination shall be given to the member (or member organisation) following a written warning.
 - (b) if the member (or member organisation) acts in a way which is prejudicial to the U3A, to the running of the U3A, or would bring it into disrepute.
 - (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;

Providing that in the case of a proposed expulsion, following a disciplinary procedure, the member 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

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 and there is no limit to the number of terms that they may serve. 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. They will also be entitled to attend the Annual General Meeting as a guest but will have no voting rights at either meeting.

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, exercising of all powers of the U3A and shall deal with the administration, management and control of the affairs and

property of the U3A.

- i. There must be at least five and not more than twelve U3A members appointed to the Executive Committee. No member 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 in any role on the Executive Committee of any other local U3A.

ii. Officers

The Officers are the Chairperson, Vice Chairperson, Treasurer and Secretary. The Officers shall by virtue of holding their office be members of the Executive Committee. A member may only serve in one Officer role at any one time.

iii. Appointment of Officers

At every Annual General Meeting of the U3A, the serving Officers shall retire from office and the members shall elect, from amongst the membership, individuals to serve as Officers. The term of office is one year from the date of that meeting until the following Annual General Meeting. A retiring Officer may be re-appointed provided they remain a member of the U3A and subject to the limits on periods of service set out below.

iv. Chairperson – terms of office and limit on period of service

Subject to the provisions above regarding the Officers, the term of office of the Chairperson is one year, from the Annual General Meeting at which they are appointed until the following Annual General Meeting. A member should not serve not more than three consecutive terms as Chairperson.

v. Limit on periods of service of the other Officers

The following limits apply to periods of service as Officers:

- a) A member should not serve more than six consecutive years as Treasurer.
- b) Following completion of a consecutive six year period they may not then be appointed to any other Officer role.
- c) However, if a Treasurer serves less than the six year period, they may then stand for appointment as Chairperson or for any other Officer role.
- d) Any member should not serve more than three consecutive years in any other Officer role.
- e) Any member should not serve more than six consecutive years in different Officer roles.

vii. Nomination and election of candidates

Prior written nomination of any candidate for appointment as an Officer or a non-Officer member of the Executive Committee shall normally be required before an Annual General Meeting with such nominations being proposed and seconded by members of the U3A who are not a member of the Executive Committee in any capacity.

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, from amongst the membership of the U3A. A member so appointed shall have full voting rights and may stand for appointment to a first full term at the AGM.

ix. Co-options to Executive Committee

The Executive Committee may, in addition, appoint not more than two co-opted U3A members to the Executive Committee. Such co-opted members shall then have full voting rights and hold office until the following Annual General Meeting. At that Annual General 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. However, any such member cannot be co-opted more than three times in succession.

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

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 his 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) cease to be a member of the U3A;
- (f) 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.
- ii. Additional meetings may be called at any time by the Secretary on behalf of the Chairperson or by any two members of the Executive Committee. Providing not less than seven days' notice is given to other members of the Executive Committee of the matters to be discussed. However, should it concern the appointment of a co-opted member then, in this case, not less than twenty one days' notice must be given.
- iii. The Chairperson shall chair the meetings and in their absence the Vice-Chairperson shall take over. If the Vice-Chairperson is not present, the Executive Committee shall choose one of their number to be Chairperson of that meeting before any business is transacted.
- iv. There shall be a quorum when at least one half of the number of members of the Executive Committee or four members of the Executive Committee, whichever is the greater, are present at the meeting.
- iv. Every decision shall be determined by a majority of votes of the members of the Executive Committee present. In the case of equality of votes, the Chairperson of that meeting shall have a casting vote in addition to their own vote.

- v. The Executive Committee shall ensure that records are taken of all its meetings, including those of any sub-committees, and are available should a member request it.
- vi. 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.
- vii. The Executive Committee may appoint sub-committees, which must include 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. This is on the condition 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.
- viii. 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; whether by reason of any mistake or omission made in good faith by any Executive Committee member. Nor 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 shall end on 31st March.
- ii. Annual Accounts must be examined by an independent person or external body.
- i. 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 authorised signatories of the Executive Committee may arrange and authorise any transaction on any of the U3A's accounts and dual authorisation shall normally be required for all transactions.
- ii. 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.
- iii. The funds belonging to the U3A shall be applied only in furthering the objectives of the U3A.
- iv. No funds shall be transferred in any way to Executive Committee members, except by payment in good faith of reasonable and proper out of pocket expenses incurred in the discharge of their duties for The U3A.
- v. 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 for which valid receipts or invoices must be produced.

12. PROPERTY/EQUIPMENT

- i. All property and equipment of and held on behalf of the U3A shall be applied in accordance with the U3A objectives.
- i. 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 according to U3A guidelines.

13. ACCOUNTING & REPORTING

The Executive Committee shall comply with its obligations with regard to:

- i. The keeping of accounting records for the U3A.
- ii. The preparation of annual statements of account for the U3A.
- iii. The independent examination of the statements of account of the U3A.

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.
- i. Every Annual General Meeting shall be called by the Executive Committee. Formal notice shall be given to all members of the U3A at least 28 days prior to the date of the Annual General Meeting. 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. Information will be provided about proposals for the election of Officers and non-Officer members of the Executive Committee at that meeting. All members of the U3A shall be entitled to attend and vote at the meeting.
- ii. Nominations must be in the hands of the Secretary 14 days prior to the date of the AGM.
- iii. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. Otherwise nominations of candidates and the voting for appointments shall be dealt with in accordance with the Standing Orders of this U3A or, if there are no relevant Standing Orders, as determined by the Executive Committee. However, if there are insufficient candidates standing for the vacancies, the Chairperson 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 himself and be proposed to the meeting for appointment in accordance with the Constitution.
- iv. The Executive Committee shall present to each Annual General Meeting the Trustees' Report and Annual Accounts of The U3A for the preceding year.
- v. The Executive Committee shall seek approval from the membership for the appointment of any independent examiner or auditor for the accounts at the Annual General Meeting
- vi. Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting, as shall any other business set out in the notice. (For voting purposes attendance must be 10% of membership).

15. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of the U3A at any time and, if at least 10% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. Except in an emergency situation, at least 21 days notice shall be given. The notice must state the business to be discussed.

16. NOTICES, COMMUNICATIONS & PROCEDURES AT ANNUAL/SPECIAL GENERAL MEETINGS

- i. Notices of meetings, documents and other communications from the U3A to members may be sent by electronic communication provided the U3A wishes to do so. Wherever possible, members need to provide an appropriate electronic address to the U3A. It is the responsibility of members to notify the U3A of any change to their electronic 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 Annual/Special General Meeting 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 Annual/Special General Meeting of the U3A.
- iv. There shall be a quorum when at least 10% of the number of members of the U3A, are present at any Annual/Special General Meeting
- v. If within half an hour from the time appointed for the Annual/Special General meeting a quorum is not present at a meeting which has been convened at the request of the members, the meeting shall be dissolved. In any other case, it shall be adjourned to another day and time, as the Executive Committee may direct, providing 21 days' notice is given to all members. If at the adjourned meeting a quorum is still not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
- vi. The Chairperson of the U3A shall be the Chairperson of any Annual/Special General Meeting at which they are present. However, in the absence of the Chairperson, the Executive Committee members shall have the power to elect a Chairperson for the meeting.
- vii. If there is a tied vote the Chairperson of the meeting has a single casting vote.

17. ALTERATIONS TO THE CONSTITUTION

- i. Subject to the following provisions of this clause, the Constitution may be altered in any way by a resolution passed, by not less than two thirds of the members present and voting, at an Annual General Meeting. The notice of the Annual General Meeting must include notice of the resolution, setting out the reasons for the alterations proposed.
- i. The prior consent of the Third Age Trust must be requested for any proposed alterations to the U3A's constitution the U3A may then 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 consent request was delivered and the Third Age Trust has not notified The U3A of any objection to the proposals.

18. DISSOLUTION

- i If the Executive Committee decides that it is necessary or advisable to dissolve the U3A it shall call a Special General Meeting of all members of the U3A. Not less than 21 days notice of such a meeting (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 Committee shall have 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 the members of the U3A; or
 - (a) 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.
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- a) This revised/updated/amended constitution was validated and adopted by members of the U3A, at the third AGM as recommended by their Executive Committee on 18th May 2017.**
 - b) As recommended by National Office a further amendment to Objectives was accepted and carried at 2018 AGM.**