

Constitution of the Chesterfield University of the Third Age (U3A), a member of the Third Age Trust.

1 Name

The name of the charity is The Chesterfield U3A hereafter referred to as 'The U3A'

2 Administration

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

3 Objects

The objects of The U3A are:

- 3.1 to advance the education of the public and in particular the education of older people no longer in full time gainful employment in Chesterfield and its surrounding locality.
- 3.2 The provision of facilities for leisure time and recreational activities with the object of improving the conditions of life for the above persons in the interests of their social welfare.

4 Powers

In furtherance of the Objects but not otherwise, the Executive Committee may exercise the following powers:

- 4.1 Power 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.
- 4.2 Power 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.
- 4.3 Power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- 4.4 Power subject to any consents required by law to sell, lease or dispose of all or any part of then property of the charity.
- 4.5 Power 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.
- 4.6 Power to support any charitable trusts, associations or institutions formed for all or any of the Objects.
- 4.7 Power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- 4.8 Power to organise and run conferences, lectures, seminars, courses.
- 4.9 Power to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos.
- 4.10 Power to participate in and assist in the development of area and regional groupings of U3As.
- 4.11 Power to do all such other lawful things as are necessary for the achievements of the Objects.

5 Membership

- 5.1 Individual Membership – membership of The U3A shall be open to individuals who are interested in furthering the work of The U3A. Every individual member shall have one vote.
- 5.2 Corporate Membership – membership of the U3A shall be open to any corporate body or any unincorporated association which is interested in furthering the work of The U3A provided that they agree to abide by this constitution and any conditions properly imposed by the Executive Committee. A member organisation shall be entitled to appoint a named individual to attend General Meetings of The U3A but shall have no vote.
- 5.3 The Membership Year runs from January 1st to December 31st. If a subscription has not been renewed 31 days after the of end of the year, membership automatically lapses.

5.4 The Executive Committee may terminate a membership if the member acts in any way prejudicial to The U3A or to the running of The U3A or brings it into disrepute. The member concerned or their appointee shall have the right to be heard by the Executive Committee and be accompanied by a friend who may also speak or make written representation before a final decision is taken.

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.

6.1 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 .

6.2 Executive Committee - the Executive Committee shall consist of twelve members, being: (a) the Honorary Officers specified in 6.1 and (b) eight members elected at the Annual General Meeting. All elected members of the Committee shall hold office from the conclusion of that meeting.

6.3 The Executive Committee may in addition appoint not more than four co-opted members, who shall have full voting rights and have tenure until the next Annual General Meeting.

6.4 Persons, who need not be members, may be invited by the Executive Committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting.

6.5 Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership and such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.

6.6 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.

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

6.7.1 is 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);

6.7.2 becomes incapable by means of mental disorder, illness or injury of managing and administering his or her own affairs;

6.7.3 is absent without permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his or her office be vacated;

6.7.4 is 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;

6.7.5 notifies in writing to the Executive Committee a wish to resign (but only if at least four 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).

7 Election of members of The Executive Committee

7.1 The election of members of the Executive Committee shall be held at the Annual General Meeting of The U3A.

7.2 The newly elected Executive Committee shall take office at the conclusion of The Annual general Meeting.

7.3 Officers shall serve for a period of one year (1) and Committee members for a period of one year(1). Retiring officers may stand for re-election providing that:

7.3.1 no one may hold office of Chairman or Vice-Chairman for more than two (2) consecutive years without an intervening period of at least one (1) year, except that that a retiring Vice-Chairman may stand immediately for the post of Chairman;

7.3.2 no one may hold the office of Treasurer or Secretary for more than five (5) consecutive years without an intervening period of at least one (1) year;

7.3.3 no one may serve on the Executive Committee in whatever capacity for more than seven (7) consecutive years without an intervening period of at least one (1) year.

7.4 Nominations for the election to the Executive Committee must be made in writing and must be in the hands of the Secretary at least 14 days before the AGM. Should nominations exceed vacancies, election shall be by ballot.

7.5 If insufficient nominations are received to fill the vacancies for Honorary Officers 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 was 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 for the request to be made.

7.6 In the event of no nominations being received for one or more of the Honorary Officers posts or no member of the newly elected Executive 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.

8.1 The Executive Committee shall hold at least 4 ordinary meetings each year

8.2 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.

8.3 The Chairman shall chair the meetings and in his or her absence the Vice-chairman shall take over or if he or she is also absent the Executive Committee shall choose one of their number to be chairman of the meeting before any business is transacted.

8.4 The quorum shall be one half of the number of current members of the Executive Committee

8.5 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.

8.6 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.

8.7 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.

8.8 The Executive Committee may appoint sub-committees consisting of 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 such sub-committee shall be fully and promptly reported to the Executive Committee and minutes kept.

8.9 No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him/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.

9 Finance

9.1 Subscriptions - the Executive Committee shall consider subscriptions each year. In the event of these being changed from the current level, the Committee shall recommend the change to a Special or Annual General Meeting for approval. If the recommendation is not approved, the subscriptions shall not be changed. The Executive Committee may recommend reduced subscriptions for members in specified circumstances where there are savings in costs to The U3A.

9.2 The funds of The U3A, including all donations, contributions and bequests, shall be paid into accounts 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.

9.3 The funds belonging to The U3A shall be applied only in furthering the objects.

9.4 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

9.5 All proper costs, charges and expenses incidental to the management of The U3A and membership of the Third Age Trust may be defrayed from funds of TheU3A.

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 Executive Committee be transferred on a temporary basis to a nominated members home in pursuance of the his/her designated role until such time as the member's tenure of office ceases or the Executive Committee requests its return.

11 Accounts

11.1 The financial year of The U3A shall end on the 31st December each year. 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:

11.2 The keeping of accounting records for The U3A

11.3 The preparation of annual statements of account for The U3A

11.4 The independent examination of the statements of account of The U3A

11.5 The transmission of the statements of account of The U3A to the Charity Commissioners if appropriate

12 Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1933 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Commission.

13 Annual General Meeting (AGM)and Special General Meetings (SGM)

13.1 Procedures for both AGM and SGM

13.1.1 The Secretary shall give at least 21 days' notice in writing of a Meeting to all members of The U3A, stating the details of the business to be discussed. Any resolutions to be considered at the Meeting shall be stated in the Agenda. All members of The U3A shall be entitled to attend and vote at the Meeting.

13.1.2 Accidental omission to give notice to any member shall not invalidate the proceedings of any Meeting

13.1.3 The quorum shall be 10% of the members of The U3A. If within half an hour from the time appointed for the Meeting there is no quorum, a Meeting convened at the request of the members shall be dissolved. An inquorate Meeting called by the Executive Committee shall stand adjourned to a suitable day and time as they may direct provided that 21 days notice is given to all members. If at the reconvened Meeting a quorum is not present within half an hour of the time appointed for the Meeting, the members present shall constitute a quorum.

13.1.4 The chairman of the Meeting shall be the Chairman of the U3A or, in their absence, the Vice-Chairman of the U3A.

13.1.5 The Secretary, or other person appointed by the Executive Committee, shall keep a full record of proceedings at every Meeting.

13.1.6 If there is a tied vote the chairman shall have a casting vote.

13.2 Procedures specific to Annual General Meetings

13.2.1 The AGM of The U3A 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 AGM. The AGM shall be called by the Executive Committee.

13.2.2 The Executive Committee shall present to each AGM the report and accounts of The U3A for the preceding year for approval.

13.2.3 The Executive Committee shall seek approval for the appointment of the examiner for the accounts.

13.2.4 The AGM shall elect the Executive Committee for the following year (see 7)

13.2.5 Resolutions, except those relating to subscriptions and changes to the constitution, may be amended by the Meeting provided that the amendments are clearly related to the substantive resolution.

13.3 Procedures specific to Special General Meetings

13.3.1 The Executive Committee may call an SGM of The U3A at any time.

13.3.2 If at least 10% of the members request an SGM in writing, stating the business to be considered, the Secretary shall call such a meeting. The Executive Committee may call an SGM of The U3A at any time.

14 Alterations to the Constitution

14.1 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 an Annual or Special General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

14.2 No amendment may be made to clause 1 (the name of the Charity) clause 3 (the Objects clause) clause 15 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

14.3 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

14.4 The Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

15 Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve The U3A it shall call a meeting of all 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 three quarters majority of those present and voting the Executive Committee shall have the power to realise any assets held by or 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 or institutions having objects similar to the Objects of The U3A as the members of The U3A may determine or to the Third Age Trust Registered Charity No.288007. A copy of accounts or account and statement, for the final accounting period of The U3A must be sent to the Charity Commission.

This constitution was adopted on 5th July 2017 and replaces all previous Constitutions of Chesterfield U3A.