

# **CONSTITUTION OF THE DOWNHAM MARKET AND DISTRICT UNIVERSITY OF THE THIRD AGE (U3A)**

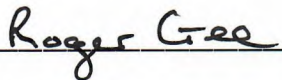
## **A MEMBER OF THE THIRD AGE TRUST**

**THIS IS A CHARITY IN ENGLAND AND WALES :**

**REGISTERED CHARITY NUMBER 1144743**

This constitution was adopted by the membership at the AGM held on 9<sup>th</sup> April 2018.

I, Roger Gee, Chairman of the Downham Market & District U3A, certify that this is a true copy:

  
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Date of certification 08.04.2019

## **NAME**

The name of the charity is Downham Market and District U3A hereafter referred to as 'The U3A'.

## **1. ADMINISTRATION**

Subject to the matters set out below, The U3A and its property shall be administered and managed in accordance with this constitution by the members of the elected Executive Committee herein referred to as 'The Committee'.

## **2. CHARITABLE PURPOSES**

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.

## **3. POWERS**

In furtherance of the Charitable Purposes but not otherwise, The Committee may exercise the following powers to:

- i. raise funds and to invite and receive contributions provided that in raising funds, The Committee shall conform to any requirements of the law
- ii. 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)
- iii. buy, take on lease, or in exchange or otherwise acquire, hold and make use of any property (real or personal)
- iv. sell, lease or otherwise dispose of all or any part of the property of The U3A subject to any consent required by law
- v. co-operate with other charities, voluntary bodies and statutory authorities
- vi. appoint and constitute such advisory committees as The 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 material 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.

#### **4. 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. There is no limit on the number of terms that may be served. The Honorary President shall not be deemed to be a charity trustee and shall not be a member of The Committee, but may be invited to attend any Executive Committee meeting at the discretion of The Committee and shall be entitled to attend the Annual General Meeting as a guest.

#### **5. MEMBERSHIP**

- i. Membership of The U3A shall be open to individuals who are no longer in full time gainful employment and who wish to participate in the work of The U3A. Members must agree to abide by this constitution and conditions properly imposed by The Committee, and pay the annual subscriptions (as determined by The Committee) and confirmed by the membership at an Annual General Meeting.
- ii. Every individual member shall have one vote.
- iii. Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.
- iv. The Committee may terminate the membership of any individual if annual membership or other fees are unpaid three months after the due date,  
  
OR  
  
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.
- v. Provided that in the case of proposed expulsion at the end of a disciplinary procedure, the individual concerned shall have the right to be heard by The 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. THE COMMITTEE**

The management of The U3A shall be vested in an Executive Committee, (The Committee) which shall be the governing body of The U3A and its board of trustees for the purposes of charity law. The Committee shall be responsible for the strategy and policies of The U3A, may exercise all the powers of The U3A and shall deal with the administration, management and control of the affairs and property of The U3A.

### **The Committee**

- i. There must be at least five (5) and not more than thirteen (13) U3A members appointed to The Committee. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of The Committee if they are currently serving as an Officer or non-Officer member of the Executive Committee of any other local U3A.
- ii. At the Annual General Meeting of The U3A the members shall elect from amongst themselves a Chairman, Vice Chairman, Treasurer and Secretary (The Officers) who shall hold office from the conclusion of that meeting. An individual may only serve in one Officer role at a time.
- iii. Committee members shall serve for a period of three (3) years, three (3) of whom will retire each year in rotation. Retiring members will not be eligible for re-election for one year unless they did not serve for the period of three consecutive years.
- iv. The Committee may in addition appoint not more than four (4) co-opted members who shall hold full voting rights and have tenure until the next Annual General Meeting.
- v. Persons, who need not be members, may be invited by The 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.
- vi. Vacancies on The 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 s/he is replacing, and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.



- vii. 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.
- viii. A member of The Committee shall cease to hold office if s/he:
  - a. is disqualified from acting as a member of The Committee by virtue of the Charities Act which from time to time is in force
  - b. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
  - c. is absent without the permission of The Committee from three consecutive meetings and The Committee resolve that the office is vacated
  - d. is removed by resolution of The 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. notifies in writing to The Committee a wish to resign (but only if at least five members of The 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. becomes an Officer or non-Officer member of the Executive Committee of any other U3A.

## **7. ELECTION OF THE COMMITTEE**

- i. The election of The Committee shall be held at the Annual General Meeting of The U3A.
- ii. The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- iii. Officers shall serve for a period of no more than three (3) years.
- iv. Retiring officers may stand for re-election provided that no one may hold the office of Chairman or Vice Chairman for more than three (3) consecutive years without an intervening period of at least one year except that a retiring Vice Chairman may stand immediately for the post of Chairman.

- v. A retiring treasurer can serve a further three (3) year term, but may not be re-elected to another officer post on the Committee.
- vi. If insufficient nominations are received to fill the vacancies for Officers and or Committee members, The 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.
- vii. A vote must be taken on this motion and be carried by not less than two thirds of the members present for the request to be made
- viii. In the event of no nominations being received for one or more of the Officer posts or no member of the newly elected committee being willing to take on one or more of the positions a majority decision can be taken by The Committee to ask the retiring officer to stay until the next Annual General Meeting.

## **8. MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

- i. The Committee shall hold at least eight (8) meetings each year.
- ii. Additional meetings may be called at any time by the Secretary on behalf of the Chairman or by any two (2) members of The Committee, upon not less than seven days' notice being given to other members of The Committee of the matter 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 meetings and in his or her absence the Vice-Chairman shall take over or if there is no Vice-Chairman present, The 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 number of members of The Committee or three (3) members of the Committee whichever is the greater are present at the meeting.
- v. Every decision shall be determined by a majority of votes of the members of The Committee present and voting on the question, but in the case of equality of votes the Chairman of the meeting shall have a casting vote in addition to his or her own vote.



- vi. The Committee shall ensure that minutes are taken of all its meetings and those of sub-committees and are available for inspection should a member request it.
- vii. The 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 Committee may appoint sub-committees including 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 subcommittees shall be fully and promptly reported to The Committee.
- ix. The 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 Committee but may not make decisions and they shall not have any expenditure authority.
- x. No Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him or her or by any other Committee member or by reason of any mistake or omission made in good faith by any Committee member or 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 Committee member in question.

## **9. FINANCE**

- i. The financial year of The U3A shall end on the 31st January each year provided always that the financial year must be in accordance with applicable charity law requirements, and the annual account and trustee report must be submitted to the Charity Commission (if required by law) within relevant statutory time limit.
- ii. The funds of The U3A shall be paid into such accounts as The 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 Committee from time to time. Only members of The Committee, authorised to do so may arrange and authorise any transaction on any of The U3A accounts and dual authorisation shall normally be required for all transactions.

- iii. The 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 transaction on them, and those shall be observed at all times.
- iv. The funds belonging to The U3A shall be applied only in furthering charitable purposes.
- v. No funds shall be transferred in any way to The Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of pocket expenses incurred by a member of The Committee in the discharge of his or her duties for The U3A.
- vi. 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.

## **10. ACCOUNTS**

The Committee shall comply with its obligations under charity law, and observe applicable time limits in the case of obligations to file items with the Charity Commission with regard to:

- i. the keeping of accounting records for The U3A
- ii. the preparation of annual statements of account and a trustees' report of The U3A (if required by law)
- iii. the audit or independent examination of the statements of account of The U3A (if required by law)
- iv. the making of a charity annual return to the Charity Commission
- v. the transmission of the statement of accounts and trustees' report of The U3A to the Charity Commission.

## **11. PROPERTY**

- i. All property of and held on behalf of The U3A shall be applied in accordance with charity law.
- ii. Title to any property shall be held on behalf of The U3A in such manner as The Committee thinks fit from time to time and in ways permitted by charity law.



- iii. Items may, with the agreement of The Committee, be transferred on a temporary basis to a nominated member's home in pursuance of his/her designated role until such time as the members tenure of office ceases or The Committee request its return.
- iv. An inventory of property will be kept by The Committee member designated for that purpose.

## **12. ANNUAL GENERAL MEETING**

- i. There shall be an Annual General Meeting (AGM) of The U3A which shall be held in the month of April in each year or as soon as practicable thereafter, but not later than 15 months after the preceding AGM.
- ii. Every AGM shall be called by The Committee. This formal notice shall give at least 21 days' notice of the AGM to all the members of The U3A. The notice shall specify that the meeting is the AGM and shall set out the business of the meeting, including resolutions to be proposed and shall provide information about proposals for the election of Officers and non-Officer members of The Committee to be made at the meeting. All members of The U3A shall be entitled to attend and vote at the meeting.
- iii. Nominations for election to The Committee must be made by members in writing and must be in the hands of the Secretary of The Committee at least fourteen (14) days before the AGM. Should nominations exceed vacancies, election shall be by ballot.
- iv. The Committee shall present to each AGM the report and accounts of The U3A for the preceding year for approval.
- v. The Committee shall seek approval for the appointment of the examiner for the account for the forthcoming year.
- vi. Any proposals to amend the Constitution subject to Clause 16, shall be considered at the AGM, as shall any other business as set out in the notice.

## **13. PROCEDURE AT GENERAL MEETINGS**

- i. Notices of meetings, documents and other communications from The U3A to a member may be sent by electronic communication, provided The U3A wishes to do so, and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The U3A. It is the responsibility of that member to notify The U3A of any change to that address. A member may opt to

return to hard copy communications at any time. Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.

- ii. The Secretary or other person specially appointed by The Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- iii. There shall be a quorum when at least 33% of the number of members of The U3A are present at any general meeting.
- iv. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened at the request of the members shall be dissolved. In any other case it shall be adjourned to another day and time as The Committee may direct provided 21 days' notice is given to all members. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the members present shall be a quorum.
- v. The Chairman of The U3A shall be the Chairman of any General Meeting at which s/he is present. In the absence of the entitled Chairman, the Committee members present shall have the power to elect a Chairman for the meeting.
- vi. If there is a tied vote, the Chairman of the meeting has a single casting vote.

#### **14. SPECIAL GENERAL MEETING**

- i. The Committee may call a Special General Meeting of the charity at any time and if at least ten per cent (10 %) of the members request such a meeting in writing stating the business to be considered.
- ii. The Secretary shall call such a meeting.
- iii. At least 21 days' notice shall be given.
- iv. The notice must state the business to be discussed.
- v. There shall be a quorum when one third (33 % ) of the members are present.
- vi. Accidental omission to give notice to any member shall not invalidate the proceedings.

#### **15. 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 a General Meeting. The notice of the General Meeting must include notice of the resolution setting out the details of the alterations proposed.
- ii. The prior consent of the Third Age Trust must be requested for any proposed alternations 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 elapsed since the consent 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 three (3) (the charitable purposes) without the 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.
- v. The Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission if The U3A is registered.

## **16. DISSOLUTION**

- i. If The 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 of which not less than twenty-one (21) days' notice (stating the terms of the resolution to be proposed) shall be given.
- ii. The resolution to dissolve The U3A shall be approved if the proposal is confirmed by two-thirds majority of members present and voting.
- iii. The Committee shall have the power to realise any assets remaining and after the satisfaction of any proper debts and liabilities any surplus shall be given or transferred to the Third Age Trust (Registered Charity in England and Wales no.288007).
- iv. 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.