

This constitution was adopted by the membership at the Annual General Meeting held on 19th June 2013.

The Charitable Purpose Clause was amended according to Third Age Trust and OSCR recommendations at an EGM on 17 October 2018.

1. NAME

The name of the charity is Edinburgh University of the Third Age hereinafter referred to as "Edinburgh U3A"

2. PROPERTY AND ASSETS

Subject to the matters set out below, Edinburgh 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. CHARITABLE PURPOSE

The charitable purposes of Edinburgh 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 Edinburgh and surrounding district

The 'charitable purposes' shall be regarded as charitable in relation to the application of the Taxes Acts.

The charitable purposes of Edinburgh U3A may only be altered with the prior consent of the Office of the Scottish Charity Regulator (OSCR).

4. POWERS

In furtherance of the charitable purposes but not otherwise, the Executive Committee may exercise the following powers to:

1. raise funds and to invite and receive contributions for Edinburgh U3A by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
2. receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support Edinburgh 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);
3. buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (heritable or moveable, real or personal);
4. sell, lease or otherwise dispose of all or any part of the property of Edinburgh U3A, subject to any consents required by law;
5. co-operate with other charities, voluntary bodies and statutory authorities;
6. support any charitable organisations with regard to the pursuit of Edinburgh U3A's charitable purposes;

7. appoint and constitute such advisory committees as the Executive Committee may think fit;
8. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
9. 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;
10. associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust in any way;
11. 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

Membership of Edinburgh U3A shall be open to individuals who are in their Third Age and are interested in participating in and furthering the work of Edinburgh U3A, provided that they agree 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 approved 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.

Every individual member shall have one vote.

Members are bound by and shall observe any membership conditions and any disciplinary code of Edinburgh U3A.

The Executive Committee may terminate the membership of any individual:

- If annual membership or other fees are unpaid two 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 Edinburgh U3A 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 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

The Committee will take account of the Equality Act 2010 (or later legislation) in particular as it applies to the potential requirements of members who are disabled.

6. EXECUTIVE COMMITTEE AND OFFICERS

The management of the U3A shall be vested in an Executive Committee, which shall be the governing body of Edinburgh U3A and its board of trustees for the purposes of charity law.

The Executive Committee shall be responsible for the strategy and policies of Edinburgh U3A, may exercise all the powers of Edinburgh U3A and shall deal with the administration, management and control of the affairs and heritable property of Edinburgh U3A. In addition to the principal officers, there must be at least six and not more than eleven U3A members appointed to the Executive Committee.

No person 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 as an Officer or non-Officer member of the Executive Committee of any other local U3A.

Officers

The Officers are the Chair, not more than two Vice Chairs, Treasurer and Secretary. The Officers shall by virtue of holding their office be members of the Executive Committee. An individual may only serve in one Officer role at a time.

Appointment of Officers

The Principal Officers and Committee Members shall be elected by simple majority at an Annual General Meeting. Nominations for election to the Committee, duly agreed by the nominee, shall be proposed and seconded and delivered in writing to the Secretary by a date specified by the Committee.

Principal Officers shall serve for a period of three years. Retiring Principal Officers may stand for re-election provided that no-one may hold the office of Chair or Vice-Chair for more than six consecutive years without an intervening period of at least one year except that a retiring Vice-Chair may stand immediately for the post of Chair.

Committee members shall serve for a period of three years. Committee members may stand for re-election provided that no member serves for more than six consecutive years without an intervening period of one year.

If insufficient nominations are received to fill the vacancies for Principal 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 consider putting themselves forward as a candidate for an unfilled vacancy. A vote must be taken on this motion which has to be carried by not less than two thirds of the members present. If the motion for seeking such permission is passed, a candidate putting themselves forward will be elected by a simple majority.

In the event of no nominations being received for one or more of the Principal Officer posts or no member of the newly elected committee being willing to take on one or more of the Principal Officer positions a majority decision can be taken by the Committee to ask the retiring Principal Officer to stay on until the next AGM.

Nomination and election of candidates

Prior written nomination of any candidate for appointment as a member of the Executive Committee at an Annual General Meeting shall normally be required, made by a proposer and seconder from amongst the membership of Edinburgh U3A to be in the hands of the Secretary of Edinburgh U3A at least 14 days before the meeting. 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 Edinburgh 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 Chair 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.

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. A person so appointed may stand for appointment to a first full term at that meeting, provided he/she is a member of Edinburgh U3A.

Co-options to Executive Committee

The Executive Committee may, in addition, appoint not more than two co-opted members of the Executive Committee (who must be Edinburgh U3A members), who shall have full voting rights and hold office until the next Annual General Meeting. At that 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. Provided always that an individual cannot be co-opted more than three times in succession.

7. 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.

8. CESSATION OF OFFICE – EXECUTIVE COMMITTEE MEMBERS

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

- is disqualified from acting as a member of the Executive Committee by virtue of charity law;
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his office be vacated;
- is 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;
- 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);
- ceases to be a member of Edinburgh U3A;
- becomes an Officer or non-Officer member of the Executive Committee of any other U3A.

9. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall hold at least 4 meetings each year.

Additional meetings may be called at any time by the Secretary on behalf of the Chair 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' notice must be given.

The Chair shall chair the meetings and in his/her absence a Vice-Chair shall take over or, if there is no Vice-Chair present, the Executive Committee shall choose one of their number to be Chair of the meeting before any business is transacted.

There shall be a quorum when at least one-third of the number of members of the Executive Committee or five members of the Executive Committee, whichever is the greater, are present at the meeting.

Every decision 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 Chair of the meeting shall have a casting vote in addition to his/her own vote.

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.

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.

The Executive Committee may appoint sub-committees including 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 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.

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.

10. FINANCE

The financial year of Edinburgh U3A shall end on such date as the Executive Committee shall decide, provided always that the financial year must be in accordance with applicable charity law requirements and the annual accounts and trustees' report must be submitted to the OSCR (if required by law) within relevant statutory time limits.

The funds of Edinburgh U3A shall be paid into such accounts as the Executive Committee may open in the name of Edinburgh 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 members of the Executive Committee, authorised by the Executive Committee to do so, may arrange and authorise any transaction on any of Edinburgh U3A's accounts and dual authorisation shall normally be required for all transactions.

The Executive Committee shall determine the financial controls and procedures to be followed by Edinburgh 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.

The funds belonging to Edinburgh U3A shall be applied only in furthering the charitable purposes.

No funds shall be transferred in any way to Executive 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 Executive Committee in the discharge of his/her duties for Edinburgh U3A.

All proper costs, charges and expenses incidental to the management of Edinburgh U3A and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of the U3A.

11. PROPERTY

All property of and held on behalf of Edinburgh U3A shall be applied in accordance with charity law.

Title to any property shall be held on behalf of Edinburgh U3A in such manner as the Executive Committee thinks fit from time to time and in ways permitted by charity law.

12. ACCOUNTING AND REPORTING

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

- the keeping of accounting records for Edinburgh U3A;
- the preparation of annual statements of account and a trustees' report for Edinburgh U3A;
- the audit or independent examination of the statements of account of Edinburgh U3A (if required by law);
- the making of a charity annual return to OSCR;
- the transmission of the statement of accounts and trustees' report of The U3A to OSCR.

13. ANNUAL GENERAL MEETING

There shall be an Annual General Meeting of Edinburgh U3A which shall be held on such date as the Executive Committee may determine in each calendar year.

Every Annual General Meeting shall be called by the Executive Committee. This formal notice shall give a least 21 days' notice of the Annual General Meeting to all the members of Edinburgh U3A. 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, and shall provide information about proposals for the election of Officers and non-Officer members of the Executive Committee to be made at that meeting. All members of Edinburgh U3A shall be entitled to attend and vote at the meeting.

The Executive Committee shall present to each Annual General Meeting the trustees' report and annual accounts of Edinburgh U3A for the preceding year.

The Executive Committee shall seek approval for the appointment of any independent examiner or auditor for the accounts from the membership at the Annual General Meeting, if permitted or required to do so by charity law.

Any proposals to amend the constitution subject to clause 17 shall be considered at the Annual General Meeting as shall any other business as set out in the notice.

14. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of Edinburgh U3A at any time and if at least 20% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 14 days notice shall be given. The notice must state the business to be discussed.

15. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

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

Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.

The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of Edinburgh U3A.

There shall be a quorum when at least 50 paid up members of Edinburgh U3A, are present at any General Meeting.

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 Executive 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.

The Chair of Edinburgh U3A shall be the Chair of any General Meeting at which he/she is present. In the absence of the entitled Chair the Executive Committee members present shall have the power to elect a Chair for the meeting.

If there is a tied vote the Chair of the meeting has a single casting vote.

16. ALTERATIONS TO THE CONSTITUTION AND OTHER CHANGES REQUIRING CONSENT

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.

The prior consent of the Third Age Trust must be requested for any proposed alterations to Edinburgh U3A's constitution. Edinburgh U3A may proceed with the proposed changes

- (a) at any time after the specific consent has been received or
- (b) when four weeks have passed since the request was delivered and the Third Age Trust has not notified Edinburgh U3A of any objection to the proposals

Whilst Edinburgh U3A is a charity under the law of Scotland:

- (a) no amendment may be made to clause 3 (the charitable purposes) or clause 18 (dissolution) without the prior consent of OSCR; and

- (b)** Edinburgh U3A may not dissolve, wind up, amalgamate with any other organisation or apply to the court in relation to any of those matters or in relation to the amendments mentioned in paragraph (a) above without the prior consent of OSCR; and
- (c)** must ensure OSCR is duly notified of any change to this constitution and any other notifiable matter as required by section 17 of the Charities and Trustee Investment (Scotland) Act 2005.

No amendment may be made which would have the effect of making Edinburgh U3A cease to be a charity under the law of Scotland.

The Executive Committee shall ensure a copy of any amendment made under this clause is promptly sent to OSCR.

17. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve Edinburgh U3A it shall call a Special General Meeting of all members of Edinburgh 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 Committee shall have power to realise any assets held by or on behalf of Edinburgh U3A. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:

- any one or more local U3As, which are charities under the law of Scotland and have charitable purposes similar to those of Edinburgh U3A, as determined by the members of Edinburgh U3A; **or**
- to the Third Age Trust (registered charity in England and Wales no. 288007) to be used for charitable purposes under the law of Scotland.

A copy of the statement of accounts and relevant reports, for the final accounting period of Edinburgh U3A, must be sent to OSCR.