

CONSTITUTION
OF
GREATER THAME U3A
Adopted November 2004
(Reviewed November 2008, February 2018)

This Constitution was adopted on 1st November 2004 and formally amended at the Annual General Meeting on 6th November 2008 and at an Extraordinary General Meeting on 10th May 2018.

I certify this is a true copy

C TOWNSEND

Signed.....

CHAIRMAN

Office (Secretary or Chairman of the meeting).....

10 MAY 2018

Date of Certification

GREATER THAME U3A

CONSTITUTION OF THE GREATER THAME BRANCH OF THE UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED ON THE 1ST NOVEMBER 2004.

1. NAME

The name of the charity is GREATER THAME U3A, hereafter referred to as 'The U3A'.

2. PROPERTY AND ASSETS

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' constituted by clause 6 of this constitution.

3. OBJECTS

The objects 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.

4. POWERS

In furtherance of the Objects 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) 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) Support any charitable trusts, associations or institutions formed for all or any of the Objects.
- (vii) Appoint and constitute such advisory committees as The Executive Committee may think fit
- (viii) Organise, promote and participate in conferences, lectures, seminar, courses and educational events.
- (ix) 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.
- (x) Associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust in any way.
- (xi) Do all such other lawful things as 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 individuals who are in the Third Age and are interested in participating in and furthering the work of The 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 or Special General Meeting. No individual may be admitted to membership if the Executive Committee considers that they do not meet these conditions.
- (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 membership year will run from the 1st January to the 31st December.

- (v) The Executive Committee may terminate the membership of any individual:
 - (a) If annual membership fees are unpaid three months after the due date of January 1st each year;
 - (b) Fails to pay other due fees ;
 - or
 - (c) By way of exclusion at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of The U3A, provided that in the case of proposed exclusion at the end of a disciplinary procedure the individual concerned has the right to be heard by the Executive Committee, accompanied by a friend who may also speak or make written representation before a final decision is made.
- (vi) If a subscription remains unpaid at March 31st, the member will be deemed to have resigned from the GTU3A.

6. THE EXECUTIVE COMMITTEE AND OFFICERS

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, 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.

(i) **Honorary Officers**

At the Annual General Meeting of The U3A the members shall elect annually from amongst themselves a Chairman, a Vice-Chairman, a Secretary, and a Treasurer who shall hold office from the conclusion of that meeting; and a President if the creation of such a post has been agreed upon at the General Meeting.

An Officer may only serve in one role at a time.

(ii) **The Executive Committee**

The Executive Committee shall consist of not less than 6 and not more than 10 members being

(a) The honorary officers specified in the previous sub-clause

(b) Not less than 2 and not more than 6 members selected at the Annual General Meeting who shall hold office from the conclusion of that meeting. 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 of the Executive Committee of any other local U3A.

- (iii) The Executive Committee may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.
- (iv) Persons may be invited by The Executive Committee to serve with it because of special expertise in a field. They shall have no voting rights and may be invited to attend meetings for a limited period only.
- (v) Vacancies on The Executive Committee which arise through resignation or termination during the year may be filled from the membership of The U3A, and such an appointee shall complete the term of service of the person being replaced, which should, if appropriate, be ratified at the next Annual General Meeting.
- (vi) 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.

- (vii) A member of The Executive Committee shall cease to hold office if he or she:
 - (a) 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)
 - (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 Executive Committee for 3 consecutive months' meetings and The Executive Committee resolve that his or her office be vacant.
 - (d) 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.
 - (e) Notified in writing to The Executive Committee a wish to resign (but only if at least four 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.

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

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

- (i) The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- (ii) Honorary Officers and Committee members shall serve no more than 3 consecutive years in any one specific post, with the exception of the retiring Chairman who shall not take up a Committee post for a minimum of one year after completion of his/her service. Officers and Committee members may serve a maximum of six years.
- (iii) If insufficient nominations are received to fill the vacancies for 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 reconsider and put themselves forward as a candidate for one of the vacancies. A vote must be taken on this matter and must be carried by not less than two thirds of the members present for the request to be made.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall hold at least 4 ordinary meetings each year.
- (ii) An additional 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.
- (iii) 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 chair the meeting before any business is transacted.
- (iv) A President elected by The U3A shall not be a member of The Executive Committee and shall not have voting rights.
- (v) There shall be a quorum when four members of The Executive Committee are present at the meeting, of whom 2 must be Honorary Officers.
- (vi) 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 Chairman of the meeting shall have a second or casting vote.
- (vii) The Executive Committee shall keep minutes of the proceedings of its meetings which should incorporate reports of any sub-committees and these minutes shall be available for inspection should a member request them.

- (viii) 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 can be made which is inconsistent with this Constitution.
- (ix) The Executive Committee may appoint sub-committees consisting of at least one of its members 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.
- (x) 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 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.
- (xi) 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. COMPLAINTS PROCEDURE

Should a member have a complaint regarding an officer, committee member, group leader or another member, or an occurrence within the U3A, the details should be given to the Chairman or Secretary as soon as possible and followed in writing to the Chairman or Secretary within 14 days of the occurrence. The matter must be brought to the next committee meeting for consideration. No action will be taken on hearsay alone.

10. FINANCE

- (i) The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account/accounts operated by The Executive Committee in the name of The U3A at such bank as The Committee shall from time to time decide.
- (ii) All cheques and electronic payments drawn on the account must be signed or confirmed by two authorised Committee members.
- (iii) 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.
- (iv) The funds belonging to The U3A shall be applied only in furthering the Objects.
- (v) 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 in the course of U3A work.
- (vi) All proper costs, charges and expenses incidental to the management of The U3A and membership subscriptions of the Third Age Trust may be defrayed from the funds of The U3A.
- (vii) The financial year of the U3A shall run from October 1st until September 30th.

11. PROPERTY

All property of The U3A shall be applied solely towards the objects of The U3A and in accordance with Charity Law

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 member's home in pursuance of his/her designated role until such time as the member's tenure of office ceases or The Executive Committee requests its return.

12. ACCOUNTS

The Executive Committee shall comply with its obligations under charity law 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 audit or independent examination of the statements of account of The U3A;
- And
- (iv) The transmission of the statements of account of The U3A to the Charity Commission.

13. ANNUAL REPORT

The Committee shall comply with its obligation under the Charities Act 1993 (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.

14. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of The U3A which shall be held in the month of December each year or as soon as practicable thereafter, but not later than 15 months after the preceding Annual General Meeting.
- (ii) Every Annual General Meeting shall be called by The Executive Committee. The Secretary shall give at least 21 days notice of the Annual General Meeting to all members of The U3A. All members of The U3A shall be entitled to attend and vote at the meeting.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of the Annual General Meeting.
- (iv) The Executive Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding financial year for approval.
- (v) The Executive Committee shall seek approval for the appointment of the auditor or examiner of the accounts for the following year.
- (vi) Nominations for election to The Executive Committee must be made by members, in writing and must be in the hands of the Secretary of The Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall take place by secret ballot at the Annual General Meeting.
- (vii) Any proposals to amend the Constitution, subject to Clause 16, shall be considered and voted upon at the Annual General Meeting and any other business published in the agenda.

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. At least 21 days notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 30 of the members are present. Accidental omission to give notice to any member shall not invalidate the proceedings.

16. PROCEDURE AT GENERAL MEETINGS (ANNUAL OR SPECIAL)

- (i) The Secretary or other person specially appointed by The Executive Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- (ii) There shall be a quorum when at least 30 of the number of members of The U3A are present at any General Meeting.

- (iii) 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 a suitable 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.
- (iv) The Chairman of The U3A shall be the Chairman of the General Meeting at which he/she is present unless The Executive Committee decides to ask the President, if there be one, to preside. In the absence of the proposed Chairman, The Executive Committee shall have the power to elect a chairman for the meeting.
- (v) If there be a tied vote the Chairman of the meeting shall have a single casting vote.

17. ALTERATIONS TO THE CONSTITUTION

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 a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

- (i) No amendment may be made to Clause 1 (The name of the charity), Clause 3 (the Objects clause), Clause 18 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (ii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

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

18. 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 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 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 the statement 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 1st November 2004 and formally amended at the Annual General Meeting on 6th November 2008 and at an Extraordinary General Meeting on 10th May 2018.

C TOWNSEND
 Signed.....
Christine Townsend
Chairman

M E DOVER

Mary Dover
Minute Secretary