



**CONSTITUTION OF THE HARLOW & SURROUNDING AREAS U3A, AN UNINCORPORATED MEMBERS ASSOCIATION, AND A MEMBER OF THE THIRD AGE TRUST**

**THIS IS A CHARITY IN ENGLAND AND WALES  
REGISTERED CHARITY NUMBER: 1132663**

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This constitution was adopted by the membership at the Extraordinary General Meeting held on 19<sup>th</sup> August 2019

I certify that this is a true copy

Signed

Office

Date of Certification

**1. NAME**

The name of the charity is Harlow U3A, hereinafter referred to as "The U3A".

**2. 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, constituted by clause 6 of this Constitution.

**3. OBJECT**

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 in Harlow & Surrounding Areas by all means, including associated activities conducive to learning and personal development.

**4. POWERS**

In furtherance of the Objects 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 not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- (ii) Receive donations, endowments, sponsorship, grants legacies and subscriptions from persons desiring to promote all or any other Objects of The U3A and to hold funds in trust for the same.
- (iii) Buy, take on lease or exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- (iv) Sell, lease or dispose of all or any part of the property of the U3A, subject to any consents 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 Committee may think fit.
- (viii) Organise, promote and participate in conferences, lectures, seminars, 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 form.
- (x) Associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust.
- (xi) Do all such other lawful things as are appropriate for the achievement of the Objects.

## 5. MEMBERSHIP

- i. Membership of the U3A shall be open to individuals who are in the Third Age and are interested in furthering the work of 'The U3A', provided that they agree to abide by this constitution and any conditions properly imposed by The Committee and to pay the annual subscription as determined by The Committee and confirmed by the membership at an Annual General Meeting. No individual may be admitted to membership if The 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 Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid two months after the due date, or if a member acts in a way which is prejudicial to The U3A or to the running of The U3A or brings it into disrepute. The individual concerned shall have the right to be heard by The Committee accompanied by a friend who may also speak or make written representation before a final decision is made.

## 6. THE COMMITTEE AND OFFICERS

The management of The U3A shall be vested in a Committee, consisting of 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.

- (i) Honorary Officers: The Officers are the Chairperson, a Vice Chairperson, 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.
- (ii) The Committee: The Committee shall consist of not less than 5 and not more than 12 members being:
  - (a) The honorary officers specified in the preceding sub-clause; and
  - (b) Not less than 1 and not more than 8 members elected at the Annual General Meeting
- (iii) The 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 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.
- (v) Vacancies on The Committee which arise through resignation or termination during the year can be filled from the membership until the following Annual General Meeting when the member shall be eligible for election in the prescribed manner.
- (vi) 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.
- (vii) A member of The Committee shall cease to hold office if he or she:
  - (a) Is disqualified from acting as a member of The Committee by virtue of Charity Law.
  - (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 3 consecutive meetings and The Committee resolve that his or her office be vacated.
  - (d) Is subject to a vote of no confidence from The 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 Committee.
  - (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 MEMBERS OF THE COMMITTEE**

- (i) The election of members of The Committee shall be held at the Annual General Meeting of the U3A.
- (ii) 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 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (iii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- (iv) A non-Officer member of the Committee has a fixed 5-year term of office and may not be re-appointed to a non-Officer role at the end of that term.
- (v) Officers have a fixed three-year term of office and may not be re-appointed to that office at the end of that term. The individual may not stand for appointment to an alternative office at the end of that term, other than the office of Chairperson.
- (vi) An individual may not serve longer than 8 years in various officer roles.
- (vii) 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. 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.
- (viii) In the event of no nominations being received for the Honorary Officer post(s) or no member of the newly elected Committee being willing to take on the Officer position(s), a majority decision can be taken by the Committee to ask the retiring Officer to stay on until the next AGM.

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

- (i) The Committee shall hold at least 4 ordinary meetings each year.
- (ii) A special meeting may be called at any time by the Secretary on behalf of the Chairperson or by any two members of The Committee upon not less than seven days' notice being given to other members of The 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.
- (iii) The Chairperson shall chair the meetings and in his or her absence the Vice Chairperson shall take over or if he or she is also absent The Committee shall choose one of their number to be chairperson 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 for the time being or three members of The Committee whichever is the greater, are present at the meeting.
- (v) Every matter 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 vote the Chairperson of the meeting shall have a casting vote.
- (vi) The committee shall keep minutes of the proceedings of its meetings which should incorporate reports of any sub-committee and these minutes shall be available for inspection should a member require 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. No rule may be made which is inconsistent with this constitution.
- (viii) The Committee may appoint subcommittees consisting of at least one of its members for the purpose of performing any function or duty which in the opinion of the Committee should be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to The Committee.
- (ix) No 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 Committee member or by reason of any mistake or omission made in good faith by any 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 Committee member in question.
- (x) The Committee shall authorise the terms of reference of subcommittees/working groups who may make proposals to the Executive Committee but may not make decisions. They shall not have any expenditure authority.

## **9. FINANCE**

- (i) The financial year of The U3A shall end on such date as the Executive Committee shall decide, provided that the financial year is in accordance with applicable charity law requirements. The annual accounts and trustees' report must be submitted to the Charity Commission within relevant statutory time limits.
- (ii) The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account/accounts operated by The Committee in the name of The U3A as such bank as The Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 committee members who are bank signatories. All payments made through internet banking must be sanctioned by 2 bank signatories who are members of The Committee.
- (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 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 of the Third Age Trust may be defrayed from the funds of The U3A.

## **10. 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.

## **11. ACCOUNTING & REPORTING**

The Committee shall comply with their obligations under Charity Law and observe applicable time limits in the case of obligation 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 for The U3A.
- (iii) The independent examination of the statements of account of The U3A.
- (iv) The making of a charity annual return to the Charity Commission, as required by them; and
- (v) The transmission of the statements of account and Trustees Report of The U3A to the Charity Commission as required by them.

## **12. ANNUAL GENERAL MEETING**

- (i) There shall be an Annual General Meeting of The U3A which shall be held on such a date as The Committee may determine in each calendar year.
- (ii) Every Annual General Meeting shall be called by The Committee. The formal notice shall give 21 days' notice of the Annual General Meeting to all the members of The 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 The U3A shall be entitled to attend and vote at the meeting.
- (iii) The Committee shall present to each Annual General Meeting the Trustees report and accounts of The U3A for the preceding year.
- (iv) The Committee shall seek approval for the appointment of the 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 15 shall be considered at the Annual General Meeting and any other business published in the agenda.

### **13. SPECIAL GENERAL MEETING**

- (i) The Committee may call a Special General Meeting of the charity at any time and if at least 5 per cent of the U3A 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 10 per cent of the U3A members are present. Accidental omission to give notice to any member shall not invalidate the proceeding.

### **14. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS**

- (i) 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 Annual and Special General Meeting of The U3A.
- (iii) There shall be a quorum when at least 10 per cent of the number of members of Harlow 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 date 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 Chairperson of The U3A shall be the Chairperson of the General Meeting at which he/she is present. In the absence of the proposed Chairperson, The Committee shall have the power to elect a chairperson for the meeting.
- (vi) If there is a tied vote the Chairperson of the meeting should have a single casting vote.

### **15. ALTERATIONS TO THE CONSTITUTION**

- (i) 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.
- (ii) No amendment may be made to clause 1 (the name of the charity) clause 3 (the Objects clause) clause 16 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

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

### **16. DISSOLUTION**

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 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 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.