

**CONSTITUTION OF THE HARROGATE UNIVERSITY
OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD
AGE TRUST AS AN UNINCORPORATED ASSOCIATION.**

FORMALLY ADOPTED ON 22nd SEPTEMBER 2006

(and accepted by the Charity Commissioners),

**and including the amendments agreed at Harrogate U3A's
Annual General Meeting on 19th September 2014**

1. NAME

The name of the charity is THE HARROGATE UNIVERSITY OF THE THIRD AGE; hereafter 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. OBJECTS

The Objects of The U3A are:

- (i) to advance the education of the public and in particular the education of older people, no longer in full time gainful employment, in Harrogate and its surrounding locality;
- (ii) 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 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 of the 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;

POWERS (contd)

- (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 operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- (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 and run conferences, lectures, seminars and courses;
- (ix) publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos;
- (x) participate and assist in the development of area and regional groupings of U3As;
- (xi) do all such other lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

- (i) Membership of The U3A shall be open to individuals and any corporate body or unincorporated association, interested in furthering the work of The U3A, at the approval of The Committee, 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.
- (ii) Every individual member shall have one vote.
- (iii) Each member organisation shall be entitled to receive notice of and attend General meetings of The U3A having appointed an individual to represent it and informed the Secretary of the details but shall have no voting rights.
- (iv) The Committee may for good reason terminate the membership of any individual or member organisation if annual membership or other fees are unpaid three months after the due date or if the member or member organisation acts in a way which is prejudicial to The U3A or to the running of The U3A or brings it into disrepute, provided that the individual concerned or the appointed representative of the member organisation 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

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) Committee Members.

The Committee shall consist of no fewer than six and no more than eleven Members, excluding co-opted members, being:

- (a) the Honorary Officers, who shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer and a Membership Secretary.
- (b) not less than one and not more than six other Committee members;
- (c) In addition the Committee may appoint not more than four co-opted members, provided that the total number of members, including co-opted members, does not exceed thirteen. The co-opted members shall have full voting rights and tenure until the next Annual General Meeting.

(ii) 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.

(iii) Vacancies on The Committee, which arise through resignation or termination during the year, can be filled from the membership and such an appointee shall be eligible for election in the prescribed manner at the next Annual General Meeting.

(iv) 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.

(v) 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 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 Committee from three 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

THE COMMITTEE (contd)

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.

7. ELECTION OF MEMBERS OF THE COMMITTEE

- (i) Officers and Committee members shall be elected at the Annual General Meeting.
- (ii) Officers shall serve in that position for a period of three years and committee members for a period of one year. Officers and committee members may stand for re-election for a maximum of six consecutive years except that no one may hold the position of Chairman or Vice Chairman for more than three consecutive years without an intervening period of at least one year. A retiring Vice Chairman may stand immediately for the position of Chairman.
- (iii) Nominations shall be from the membership and duly agreed by the nominee, proposed and seconded by members and received in writing by the Secretary by a date specified by The Committee. Should nominations exceed vacancies election shall be by ballot. If insufficient nominations are received The Chairman can seek nominations or volunteers from the floor of the Annual General Meeting. In the event of there still being insufficient nominations or no member of the newly elected Committee being willing to take on one or more of the Officer positions, a majority decision can be taken by The Committee to ask the retiring officer to stay until the next AGM.
- (iv) The newly elected Committee shall take office at the conclusion of the Annual General Meeting, except that the newly elected Chairman shall take over the Annual General Meeting immediately after election.

8. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- (i) The Committee shall hold at least four ordinary meetings each year.
- (ii) A special meeting may be called at any time by the Chairman 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 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 Committee shall choose one of their number to be Chairman of the meeting before any business is transacted.

MEETINGS AND PROCEEDINGS OF THE COMMITTEE (contd)

- (iv) There shall be a quorum when at least five members of the Committee 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 votes the Chairman of the meeting shall have a second or casting vote.
- (vi) The Committee shall keep minutes of the proceedings of its meetings, which should incorporate reports of any sub-committees.
- (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 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 Committee would 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 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 shall end at the 31st of August each year.
- (ii) The level of annual subscription shall be set each year by The Committee.
- (iii) The funds of The U3A, including all donations, contributions and bequests, but excepting Group funds, shall be paid into an account or accounts operated by The Committee in the name of The U3A at such bank as The Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two Committee members.
- (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.

FINANCE (contd)

- (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.
- (vii) Each group shall be self-financing and is required to provide a summary of its accounts to the Treasurer at the end of July each year.

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 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 Committee request its return.

11. ACCOUNTS

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) 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 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 when required.

NOTE: This is only required when annual income or expenditure is £25,000 or more.

12. ANNUAL REPORT

The Committee shall comply with their obligations 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.

13. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of The U3A which shall be held in the month of September in each year, or as soon as practicable thereafter, but not later than fourteen months after the preceding Annual General Meeting. The Meeting shall be called by The Committee. At least twenty-one days' notice in writing shall be given to all of the members. All members shall be entitled to attend and vote at the meeting. A quorum shall be 10% of the paid up members. Accidental omission to give notice to any member shall not invalidate the proceedings of the Meeting.

ANNUAL GENERAL MEETING (contd)

- (ii) The business shall include:
 - (a) receiving and considering the Minutes of the previous Annual General Meeting, including matters arising from the minutes;
 - (b) receiving the Annual Report of the Chairman;
 - (c) receiving and approving the audited accounts;
 - (d) electing as necessary a Chairman, Vice Chairman, Secretary, Treasurer Membership Secretary and members of The Committee;
 - (e) appointing an auditor for the accounts;
 - (f) consideration of any proposals to alter the constitution, subject to the requirements of Clause 16 of this constitution;
 - (g) consideration of any other business of which notice has been given in the Agenda.

14. SPECIAL GENERAL MEETING

The Committee may call a Special General Meeting of the U3A at any time, or if at least 15% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days' notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 15% of the members are present. Accidental omission to give notice to any member shall not invalidate the proceedings.

15. PROCEDURE AT GENERAL MEETINGS

- (i) The Secretary or other person specially appointed by The Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- (ii) There shall be a quorum when at least 10% of the number of members of The U3A are present.
- (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 members, shall be dissolved. In any other case it shall be adjourned to a suitable day and time as The Committee may direct, provided that twenty-one 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.

PROCEDURE AT GENERAL MEETINGS (contd)

- (iv) The Chairman of The U3A shall be the Chairman of a General Meeting at which he/she is present. In the absence of The Chairman, the Vice Chairman shall act as Chairman. In the absence of the Vice Chairman The Committee shall have the power to elect a Chairman for the meeting.
- (v) If there is a tied vote the Chairman of the meeting shall have a casting vote.

16. 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), clause 3 (the Objects), this clause (16), or clause 17 (the Dissolution), without the prior consent in writing of the Charity Commissioners.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (iv) The Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

17. 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 twenty-one days' notice (stating the terms of 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 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 the statement of accounts for the final accounting period of The U3A must be sent to the Charity Commission.

NOTE (1) This Constitution is based on the Model Constitution dated May 2002.

NOTE (2) All members of the committee are automatically Trustees of the U3A