

# **CONSTITUTION OF THE HUNTINGDON UNIVERSITY OF THE THIRD AGE (The Hu3a) A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION**

## **1. NAME**

The name shall be the Huntingdon u3a (in this constitution called 'The Hu3a')

## **2. OBJECTS AND POWER**

### **2.1 OBJECTS**

The Objects of The Hu3a are:

- i. 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.

### **2.2 POWERS**

- i. In furtherance of the above Objects The Hu3a may purchase, take on lease or in exchange, hire and otherwise acquire and sell or dispose of real or personal property and any rights and privileges which The Hu3a may think necessary for the promotion of the Objects, subject to such consents as may be required by law.
- ii. Publish books, pamphlets, reports, leaflets, journals, films, videos, and instructional matter.
- iii. Found and carry-on schools, training, lectures, seminars, conferences, and courses.
- iv. Encourage and assist in the formation and operation of area and regional groupings of other u3as.
- v. Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of The Hu3a or any of them and to hold funds in trust for the same.
- vi. Do all such other lawful things as may be necessary for the attainment of the above Objects or any of them.

## **3. MEMBERSHIP**

**3.1** Membership will run annually from 1st April to 31st March.

**3.2** All persons interested in supporting the Objects of The Third Age Trust shall be admitted to membership at the approval of the Committee and upon payment of the annual subscription as determined by either the Committee or the Membership at the Annual General Meeting, providing that they agree to abide by this constitution and any conditions properly imposed by the Committee.

### **3.3 The Committee may terminate membership of any member if:**

- i. There is any money owed to The Hu3a in respect of membership or of other fees after the time lapse approved by the Committee, this deadline being 30<sup>th</sup> May in respect of membership subscriptions.
- ii. That member acts in a way which is prejudicial to The Hu3a or brings it into disrepute, PROVIDED THAT the individual concerned shall have the right to be heard by the Committee before a final decision is made.

## **4. MANAGEMENT**

The management of The Hu3a shall be vested in a Committee consisting of the 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 Hu3a.

### **4.1**

- i. The Committee shall consist of at least six and not more than ten members (excluding those who are co-opted) including the principal officers (Chairman, Vice-Chairman and Treasurer). The principal officers shall be appointed by the Committee at their first meeting.
- ii. Not more than two ordinary members may be co-opted by the Committee: they shall have full voting rights and their term of office shall expire at the next Annual General Meeting.
- iii. Persons, who need not be members, may be invited by the Committee to serve because of their special expertise: they shall not have voting rights and their term of service shall expire at the next following Annual General meeting.

### **4.2 The election of members of the Committee shall be held at the Annual General Meeting of The Hu3a.**

- i. Nominations to the Committee which have been duly agreed by the nominee must be delivered in writing on a date specified by the Committee.
- ii. The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- iii. There shall be no fewer than four Committee meetings a year.
- iv. Officers shall serve for a period of one year and Committee members for a period of five years. Retiring officers may stand for re-election provided that no-one may hold the office of 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 post of Chairman.

- v. Committee members may resign office by giving not less than twenty-one days' notice in writing to the Chairman. The Committee has the power to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election.
  - vi. At committee meetings matters shall be decided by a simple majority of votes of Committee members present. In the case of an equality of votes, the Chairman shall have a second or casting vote.
  - vii. The quorum for any Committee meeting shall be three.
- 4.3** Special Committee meetings may be called at any time by the Chairman or by any two members of the Committee upon seven clear days' notice being given to all the Committee members of all the matters to be discussed.
- 4.4** The Committee may appoint sub-committees to which it may from time to time, and for such time as it determines, delegate the transaction of such matters and the performance of such acts as it thinks fit and the Committee shall exercise supervision over the proceedings and acts of such sub-committees. Sub-committees shall report back to the Committee on actions taken under delegated powers.
- 4.5** The proceedings of the Committee shall not be invalidated by any defect in the appointment, election, or co-option of any member of any committee or subcommittee.
- 4.6** Minutes shall be kept of all sub-committees, Committees and General Meetings.

## **5. ANNUAL AND SPECIAL GENERAL MEETINGS**

- 5.1** The Annual General Meeting shall be held once in each year and not later than fifteen months after the preceding Annual General Meeting. At least twenty-one days' notice shall be given in writing to all members. A quorum shall be 20% of the paid-up members. The business of the Annual General Meeting shall include:
- i. Receiving and approving the Annual Report.
  - ii. Receiving and approving the examined accounts.
  - iii. Electing members of the Committee.
  - iv. Appointing an examiner of the accounts.
  - v. Considering proposals to alter the constitution.
  - vi. Considering any other business which has been published in the Agenda.

**5.2** A General Meeting under this paragraph may be held in person or, in exceptional circumstances only, by suitable electronic means or a hybrid meeting (combining both in person and electronic means) agreed by the Committee in which each participant may communicate with the meeting through the chair. Where the Committee determine that a General Meeting is to be held by electronic or hybrid means pursuant to this paragraph, such determination shall be set out in “The Notice of General Meeting”, along with an explanation of the exceptional circumstances which require the General Meeting to be held by electronic or hybrid means.

For the purpose of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of the Committee render it impossible to hold an effective General Meeting in person.

**5.3** A Special General Meeting of The Hu3a may be convened at any time by a resolution of the Committee or upon a requisition signed by 20% or more of the members stating the object of the meeting. A meeting held on such a requisition shall be called by the Chairman of The Hu3a giving other members fourteen days’ notice of such a meeting. There shall be a quorum when 20% of members are present.

**5.4** The Chairman of The Hu3a shall be Chairman of any Committee or General Meeting at which he/she is present. In his/her absence, the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.

**5.5** Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.

**5.6** If the Meeting is held by electronic means, the place of the meeting shall be deemed to be the Secretary’s address. If the meeting is to be an Annual General Meeting, the notice must say so.

Proceedings at a General Meeting held by electronic means, or a physical Meeting at which procedures are put in place to allow members to attend electronically pursuant to Clauses 5.2 will not be invalidated due to technical issues which prohibit members from joining such a meeting electronically, so long as there is sufficient number of members to form a quorum under Clause 5.1 able to join the meeting successfully.

## **6. FINANCE**

- 6.1** All the income and property of The Hu3a shall be applied solely towards the Objects of The Hu3a and none shall be paid or transferred in any way to its Committee members, provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any Officer or servant of The Hu3a (other than a Committee member) and repayment of reasonable and proper out-of-pocket expenses to members or Committee members incurred in the course of the work of The Hu3a . A bank or building society account shall be opened in the name of The Hu3a and withdrawals shall be made on the signature of two Committee members, one of whom is a principal officer.
- 6.2** The Hu3a shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest and otherwise. Any money raised and received may be retained by The Hu3a and be used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.
- 6.3** The financial year of The Hu3a shall end on 31<sup>st</sup> March in each year and the following June the Annual General Meeting shall be convened for the purpose of receiving the Annual Report and examined accounts.
- 6.4** The Committee may appoint employees either permanently or on a fixed term contract, who are not members of the Committee, as may from time to time be necessary for carrying out the work of The Hu3a and may fix their terms and conditions of employment. For purposes of employment law, the Committee shall be the employer.
- 6.5** All proper costs, charges, and expenses incidental to the management of The Hu3a and membership of the Third Age Trust may be defrayed from the funds of The Hu3a.
- 6.6** The Treasurer shall keep accounts of all the monies received and expended on behalf of The Hu3a and shall prepare and publish such accounts, duly examined, at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.
- 6.7** No Committee members shall be chargeable or responsible for loss caused by anything or act done or omitted to be done by him/her or any agent employed by him/her or by any other Committee member, provided reasonable supervision be exercised over any such agent, or by reason of any mistake or omission made in good faith by any Committee member or by reason of any other matter or thing other than willful and individual fraud or wrongdoing or wrongful omission on the part of the Committee member who is sought to be made liable.

**6.8** The Committee shall authorise the issue of Business Debit Cards for the purpose of paying for activities of The Hu3a. The issue of Debit Cards shall be authorised by any two signatories, one of whom must be a principal Officer, in the same way as for cheque withdrawals. Business Debit Card statements shall be addressed to the Treasurer.

## **7. PROPERTY**

Any property of the The Hu3a shall be vested in the Trustees appointed for this purpose or, where the appointment of Trustees is not appropriate shall be deemed to be held jointly by all members of the Committee.

## **8. POWERS OF THE COMMITTEE**

All matters not provided for in this constitution relating to The Hu3a and not involving an amendment to this constitution shall be dealt with by the Committee.

## **9. ALTERATION TO THE CONSTITUTION**

The provisions of this Constitution, other than Clauses 2 & 10 and this Clause (9), may be amended with the consent of not less than two-thirds of the members of The Hu3a present and voting at a General Meeting of The Hu3a. Twenty-one clear days' notice shall be given to the members, stating the intention to put forward such a resolution. (No amendment shall be made which would cause The Hu3a to cease to be a charity).

## **10. DISSOLUTION**

The Hu3a may, at any time, be dissolved by a resolution passed by three-quarters majority of those present and voting at any meeting of the said U3A of which at least twenty-one clear days' notice stating the intention to put forward such a resolution shall have been sent to all members of The Hu3a. If assets remain after the satisfaction of all debts and other liabilities, such assets held by, or in the name of, The Hu3a shall be transferred to the Third Age Trust, Registered Charity No. 288007.

Adopted January 2001  
Revised January 2007 (JMW)  
Revised July 2013 (GL)  
Revised March 2018 (PM)  
Revised January 2019 (PM)  
Revised May 2021 (AM)