



NEW CONSTITUTION OF LEOMINSTER & DISTRICT U3A, AN UNINCORPORATED MEMBERS ASSOCIATION, A CHARITY IN ENGLAND AND WALES, AND A MEMBER OF THE THIRD AGE TRUST. ADOPTED AT THE A.G.M. OF THE CHARITY HELD ON TUESDAY, 19 MARCH 2013.

CHAIRMAN

SECRETARY

1. NAME

The name of the charity is 'Leominster & District U3A', hereinafter referred to as 'The U3A'.

2. PROPERTY AND ASSETS

The 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. 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 Leominster 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 Executive Committee may exercise the following powers to:

- i. raise funds and to invite and receive contributions for The U3A by any lawful means;
- ii. receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The U3A and its Objects and to hold and apply any funds so acquired for the Objects (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 consents required by law;
- v. co-operate with other charities, voluntary bodies and statutory authorities;
- vi. support any charitable organisations with regard to the pursuit of The U3A's Objects;
- vii. appoint and constitute advisory committees;
- viii. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- ix. publish and supply 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, groupings of U3As and The Third Age Trust in any way;
- xi. do all such other lawful things as are appropriate to the pursuit of the Objects and the delivery of benefit to the public in accordance with the Objects.

5. MEMBERSHIP

- i. Membership of The U3A shall be open to individuals who are not in full time gainful employment or who are in their Third Age (being the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) residing in Leominster and its surrounding locality 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 in Clause 12.vii below. 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.
- iv. Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.
- v. The Executive Committee may terminate the membership of any individual:
 - (a) if annual membership or other fees are unpaid two months after the due date; or
 - (b) 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 The 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.

6. HONORARY PRESIDENT

The members of The U3A may (but do not have to) elect an Honorary President at an Annual General Meeting for as long as the Meeting may decide. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Executive Committee.

7. EXECUTIVE COMMITTEE AND OFFICERS

- i. 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.
- ii. There must be at least five and not more than twelve U3A members appointed to the Executive Committee, comprising the Officers and non-Officer members of the Executive Committee. No person may serve as an Officer or as a non-Officer member of the Executive if he is currently serving as a member of the Executive Committee of any other U3A.

iii. Officers

The Officers are the Chairman, not more than two Vice Chairmen, Treasurer and Secretary. An individual may only serve in one Officer role at a time.

iv. Appointment of Officers and non-Officer members of the Executive Committee

At every Annual General Meeting of The U3A, approximately half the serving Officers and non-Officer members of the Executive Committee shall retire from office and the members of The U3A shall appoint individuals from amongst the membership of The U3A to serve as the Officers or non-Officer members of the Executive Committee. The term of office is two years from the date of appointment. A retiring Officer or non-Officer member may be appointed to the same office or to another office or as a non-Officer member of the Executive Committee, subject to the limits on periods of service of the Chairman set out below.

v. Chairman – terms of office and limit on period of service

An individual may not normally serve more than two consecutive terms of two years as Chairman. A retiring Chairman who is not re-appointed (whether on conclusion of two terms' consecutive service or otherwise) may not normally be appointed to serve as an Officer or non-Officer member of the Executive Committee before the Annual General Meeting held in the year following his retirement.

vi. Prevention of bunching in numbers elected at successive Annual General Meetings

At its first meeting after each Annual General Meeting the Executive Committee shall, so far as is practical, ensure that the numbers of Officers and non-Officers to be appointed to it in successive years are approximately equal. It may seek to achieve this by determining that the terms of service of some persons just appointed shall be reduced from two years to a single year. If this cannot be arranged amicably on the basis of the wishes of members of the Executive Committee, it should be resolved by drawing lots. The term to be served by the Chairman shall not be reduced.

vii. *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, when the person so appointed may stand for appointment to a first full term.

viii. *Co-options to Executive Committee*

The Executive Committee may in addition appoint not more than two co-opted members of the Executive Committee, who shall have full voting rights and hold office until the next Annual General Meeting, when they may stand for appointment to a first full term. This power is subject to the limits set out in sub-clause ii. above.

8. NOMINATIONS AND ELECTIONS OF OFFICERS AND EXECUTIVE COMMITTEE – TRANSITIONAL ARRANGEMENTS AND PROCEDURE

i. *Transitional Arrangements*

At the first Annual General Meeting of The U3A after the adoption of this Constitution, half the Officers and non-Officer members of the Executive Committee other than the Chairman shall retire, and may stand for re-appointment. The Executive Committee shall resolve which of its existing members shall be selected to stand down, by amicable arrangement or by lot. At the second Annual General Meeting after the adoption of this Constitution, the remainder of the Officers (including the Chairman, who shall then be regarded as having completed her first term of office) and non-Officer members of the Executive Committee shall retire, and may stand for re-appointment.

ii. *Nomination and election of candidates*

Nominations of candidates for appointment as an Officer or as a non-Officer member of the Executive Committee at an Annual General Meeting may be made by:

- (a) a proposer and seconder (who must both be paid-up members of The U3A) in writing, accompanied by the written consent of the candidate to stand; or
- (b) resolution of the Executive Committee, which may also nominate individuals to be Officers or non-Officer members (singly or on block).

All written nominations shall be required to be in the hands of the Secretary of The U3A and Executive Committee resolutions made at least 28 days before the Annual General Meeting. The Secretary shall then give the members 21 days' notice of all nominations received. If nominations for any class of candidates do not exceed the number of vacancies the Chairman may propose to the Annual General Meeting that all the candidates nominated be elected on block. If a significant number of the members present object to that proposal or if the number of candidates exceeds vacancies, the Chairman shall, subject to the next sub-clause, call a ballot. This may be conducted by a show of hands or by a written ballot as the Chairman shall decide. Only paid up members of The U3A will be entitled to vote.

iii. *Increase in size of Committee*

If the number of persons nominated for appointment as non-Officer members of the Executive Committee exceeds the number of vacancies, the Executive Committee may propose to increase the number of non-Officer members to be appointed at the Annual General Meeting, provided that (a) the final number of members of the Executive Committee shall not exceed the number set out in sub-clause 7.ii above and (b) no member of the Executive Committee shall be appointed without the members of the U3A being allowed the opportunity to vote against his appointment.

iv. *Default provision if no nominations are made*

If no nominations of candidates are received for the appointment of any Officer before the Secretary sends the notice for the Annual General Meeting to members, the Executive Committee may nominate a candidate prior to the Annual General Meeting and the appointment shall then proceed as if due notice had been given. If the office is that of a Chairman who has completed two terms of office, the Executive Committee should use its best endeavours to nominate a replacement; but if it cannot, the retiring Chairman may be nominated to serve as Chairman for one more year and the limit set out in sub-clause 7.v above shall not apply. If necessary, this procedure may be repeated in consecutive years. No Officer shall be appointed under this sub-clause without the Chairman first obtaining a vote of approval from the members present at the Annual General Meeting. If no appointment is made at the Annual General Meeting, the provisions for a casual vacancy set out in sub-clause 7.vii above shall apply.

9. 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.

10. CESSATION OF OFFICE – EXECUTIVE COMMITTEE MEMBERS

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 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 Executive Committee from three consecutive meetings and the Executive Committee resolve that his office be vacated;
- (d) 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;
- (e) 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);
- (f) ceases to be a member of The U3A;
- (g) becomes a member of the Executive Committee of any other U3A.

11. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- i. The Executive Committee shall hold at least 4 meetings each year.
- ii. Additional meetings may be called at any time by the Secretary on behalf of 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, 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 absence a Vice-Chairman shall take over or, if there is no Vice-Chairman present, the Executive Committee shall choose one of their number to be Chairman 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 Executive Committee or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- v. 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 casting vote in addition to his own vote.
- vi. 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.
- vii. 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.
- viii. 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.
- ix. No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him 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.

12. FINANCE

- i. The financial year of The 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 Charity Commission (if required by law) within relevant statutory time limits.
- ii. The funds of The U3A shall be paid into such accounts as the Executive Committee may open in the name of The 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 The U3As accounts and dual authorisation shall normally be required for all transactions.
- 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 by a member of the Executive Committee in the discharge of his duties for The U3A.
- vi. All proper costs, charges and expenses incidental to the management of The U3A and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of The U3A.
- vii. The Executive Committee may at any time review the amount of The U3A's annual subscription and shall present any change it proposes to a General Meeting for its approval.

13. 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 Executive Committee thinks fit from time to time and in ways permitted by charity law.

14. ACCOUNTING AND REPORTING

- i. 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 the Charity Commission, with regard to:
 - (a) the keeping of accounting records for The U3A;
 - (b) the preparation of annual statements of account and a trustees' report for The U3A;
 - (c) the audit or independent examination of the statements of account of The U3A (if required by law);
 - (d) the making of a charity annual return to the Charity Commission;
 - (e) the transmission of the statement of accounts and trustees' report of The U3A to the Charity Commission.

15. ANNUAL GENERAL MEETING

- i. There shall be an Annual General Meeting of The U3A which shall be held on such date as the Executive Committee may determine in each calendar year.
- ii. Every Annual General Meeting shall be called by the Executive Committee. This formal notice shall give at least 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 Executive Committee shall present to each Annual General Meeting the trustees' report and annual accounts of The U3A for the preceding year.
- iv. 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.
- v. The agenda for the Annual General Meeting shall include the item "Any Other Business" under which members may raise matters not otherwise covered in the agenda. While they cannot propose

resolutions for which proper notice has not been given, issues of general concern can always be referred to the Executive Committee for its attention.

16. EXTRAORDINARY GENERAL MEETING

The Executive Committee may call an Extraordinary General Meeting of The U3A at any time and shall do so if a number of members equal to at least twenty per cent of the membership at the end of the previous financial year requests such a meeting in writing stating the business to be considered. The Secretary shall call the meeting, giving at least 21 days notice which shall state the business to be discussed.

17. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

- i. Notices of meetings, documents and other communications from The U3A to a member may be sent by electronic communication provided The U3A wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The U3A. It is the responsibility of that member to notify The 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.
- ii. Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.
- iii. 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.
- iv. There shall be a quorum when at least twenty per cent of the number of members of The U3A, are present at any General Meeting.
- v. 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.
- vi. The Chairman of The U3A shall be the Chairman of any General Meeting at which he is present, unless the business under discussion relates to his re-appointment, in which case he shall vacate the chair. In the absence of the Chairman or if he has vacated the chair, the Executive Committee members present shall have the power to elect a Chairman for the meeting.
- vii. If there is a tied vote the Chairman of the meeting has a single casting vote.

18. 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 19 (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 U3A cease to be a charity.
- iv. The Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission.

19. 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 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.