



MODEL CONSTITUTION FOR U3As

IN ENGLAND AND WALES

*Revised February 2012*

*CONSTITUTION OF THE CHARITY NAMED BELOW, AS AN UNINCORPORATED MEMBERS ASSOCIATION, AND A MEMBER OF THE THIRD AGE TRUST.*

THIS IS A CHARITY IN ENGLAND AND WALES  
**LICHFIELD u3a**  
**REGISTERED CHARITY NUMBER 1048904**

This constitution was adopted by the membership at the AGM held on Wednesday 8<sup>th</sup> July 2015, and amended on 13<sup>th</sup> July 2016 (Provision of quorum to 10%), 11<sup>th</sup> July 2018 (updating of Object) and 10<sup>th</sup> July 2019 (Minor alterations and extension of allowable lengths of service of Executive Committee members) and 11<sup>th</sup> November 2020 (Minor alterations to Quorum amount at Annual general meeting).

I certify that this is true copy

Signed: 

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

.....

Date of Certification: 19<sup>th</sup> October 2019

---

1. NAME

The name of the charity is The Lichfield u3a hereafter referred to as 'The u3a'.

2. ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the elected Executive 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, in Lichfield and its surrounding locality.

#### 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.
- (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) 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 are necessary for the achievement of the Objects.

#### 5. MEMBERSHIP

- (i) Membership of The u3a shall be open to individuals 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. The purpose of The u3a being to advance education and in particular the education of people not in full time gainful employment who are in their Third Age (being the period after the first age of childhood dependence and the second age of fulltime employment and/or parental responsibility) residing in Lichfield and its surrounding locality.
- (ii) Every individual member shall have one vote.
- (iii) The Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid one month after the due date or if the member 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 shall have the right to be heard by the Committee accompanied by a friend, acting in a personal capacity, who may also speak, or make written representation before a final decision is made.

## 6. EXECUTIVE COMMITTEE AND OFFICERS

- i. The management of The u3a shall be vested in an 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 8 and not more than 12 u3a members appointed to the Executive Committee. 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 member of the Executive Committee of any other local u3a.
- iii. Officers  
The Officers are the Chairman, not more than two Vice Chairmen, Treasurer and Business 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.
- iv. Appointment of Officers  
The Officers shall be appointed from amongst the Executive Committee members, by decision of the Executive Committee at its first meeting.
- v. Appointment of other members of the Executive Committee  
All members of the Executive Committee shall be appointed annually from amongst the membership by the members present at the AGM.
- vi. Terms of office and limits on periods of service
  - (a) Non-Officer members of the Executive Committee have a one-year term of office and may serve not more than three terms. At the discretion of the Executive Committee, the term of office may be extended annually up to a maximum of six terms.
  - (b) Officers other than the Treasurer have a one-year term of office and may serve not more than three terms in a particular Officer role.
  - (c) The Treasurer has a one-year term of office and may serve not more than six terms as Treasurer. For the avoidance of doubt, if a Treasurer serves less than this period and ceases to serve as Treasurer, he could be appointed to another Officer role or could serve as a non-Officer.
  - (d) Subject to the provisions regarding the Treasurer above, no individual may serve more than a maximum of six years in any combination of Officer roles or any combination of non-Officer member and Officer roles.
- vii. Nomination and election of candidates  
Prior written nomination of any candidate for appointment as a member of the Executive Committee at an Annual General Meeting shall normally be required, made by a proposer and seconder from amongst the membership of The u3a (not being themselves Officers or non-Officer members of the Executive Committee), to be in the hands of the Business Secretary of The u3a at least 28 days before the meeting. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. Otherwise, nominations of candidates and the conduct of

voting for appointments shall be dealt with in accordance with the Standing Orders of The u3a or, if there are no Standing Orders, as determined by the Executive Committee. However, if there are insufficient candidates standing for the vacancies the Chairman of the meeting may, as a last resort, appeal for any willing member present to agree to stand. A vote must be taken and carried by a simple majority for such an appeal for volunteers at the meeting to be permitted. Any willing candidate may then offer himself and be proposed to the meeting for appointment in accordance with the Constitution.

viii. 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. A person so appointed, who shall have full voting rights, may stand for appointment to a first full term at that meeting, provided he is a member of The u3a.

ix. Co-options to Executive Committee

The Executive Committee may in addition appoint not more than two co-opted members of the Executive Committee (who must be u3a members), who shall have full voting rights and hold office until the next Annual General Meeting. At that meeting a retiring co-opted member could be proposed for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution. Provided always that an individual cannot be co-opted more than three times in succession.

x. Persons, who need not be members of the Executive Committee, may be invited by The Committee, to serve in a specific role because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting, but, at the discretion of The Committee, they may have their length of service extended annually.

## 7. 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.

## 8. 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 their own affairs;
- c) is absent without the permission of the executive Committee from three consecutive meetings and the Executive Committee resolve that their 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 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.

## 9. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- (i) The Committee shall hold at least 8 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 their absence the Vice-Chairman shall take over or if he or she is also absent The Committee shall choose one of its number to be chairman of the meeting before any business is transacted.
- (iv) A President elected by The u3a shall not be a member of The Committee and shall not have voting rights. The members of The u3a may (but do not have to) elect an Honorary President at the Annual General Meeting. If they do so, the person so appointed will serve until the next Annual General Meeting. A retiring Honorary President may be re-appointed for a further term. There shall be no limit on the number of terms that may be served. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Executive Committee but may be invited to attend any Executive Committee meeting at the decision of the Executive Committee and shall be entitled to attend the Annual General Meeting as a guest.
- (v) 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.
- (vi) 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.
- (vii) The 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 it.
- (viii) 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.
- (ix) 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 such 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.
- (x) 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.

## 10. FINANCE

- (i) 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 at 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.

- (ii) The funds belonging to The u3a shall be applied only in furthering the objects.
- (iii) 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.
- (iv) 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.

## 11. PROPERTY

- (i) All property of The u3a shall be applied solely towards the objects of The u3a
- (ii) Ownership of property is vested in The u3a and items may with the agreement of The Committee be kept on a temporary basis in a nominated member's home in pursuance of their designated role until such time as the member's tenure of office ceases or the Committee requests its return.

## 12. ACCOUNTS

The Committee shall comply with its 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 if required.

## 13. ANNUAL REPORT

The Committee shall comply with its 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 Charity Commission.

## 14. 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 Committee. The Business Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of The u3a. All the 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 Committee shall present to each Annual General Meeting the report and accounts of The u3a for the preceding year for approval.
- (v) The Committee shall seek approval for the appointment of the examiner for the accounts.
- (vi) Any other business published in the agenda.

Any proposal to amend the constitution subject to clause 17 shall be considered at the Annual General Meeting and any other business published in the agenda.

## 15. SPECIAL GENERAL MEETING.

The Committee may call a Special General Meeting of the charity at any time and if at least one fifth of the members request such a meeting in writing stating the business to be considered, the Business 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 20% of the members are present.

#### 16. PROCEDURE AT ANNUAL OR SPECIAL GENERAL MEETINGS

- (i) The Business 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 at any Annual or Special General Meeting, or, in exceptional circumstances where the Executive Committee reduces this to a lower amount.
- (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 until the same day in the next week at the same time and same place or otherwise as the Committee may direct.
- (iv) The Chairman of The u3a shall be the Chairman of the General Meeting at which he/she is present unless the Committee decides to ask the President another member of The Committee to preside
- (v) If there is a tied vote the Chairman of the meeting shall have a single casting vote.

#### 17. 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 (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 Charity Commission.
- (iii) No amendment may be made which would have the effect of making The u3a 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.

#### 18. 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 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.