

**CONSTITUTION OF THE LIPHOOK UNIVERSITY OF THE THIRD AGE (U3A),
A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION,
FORMALLY ADOPTED AT THE AGM ON 13TH APRIL 2015.**

1. NAME

The name of the charity is Liphook U3A, 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 Liphook 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;
- (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 in 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. Registered Charity No. 1093854 Page 2 of 7

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, 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.

(ii) Every individual member shall have one vote.

(iii) Each member organisation shall be entitled to receive notice 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 and for good reason terminate the membership of any individual or member organisation if annual membership or other fees are unpaid 3 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) Honorary Officers

At the Annual General Meeting of The U3A the members shall elect from amongst themselves a chairman, a secretary and a treasurer who shall hold office from the conclusion of that meeting and a President, if the creation of such a post has been agreed at a General Meeting. If insufficient nominations are received for any of the honorary officer vacancies the officers (chairman and/or secretary and/or treasurer) will be appointed by the elected committee from their members at their first meeting after the AGM.

(ii) A President elected by The U3A shall not be a member of The Committee and shall not have voting rights.

(iii) The Committee shall consist of not less than 5 and not more than 12 members including the honorary officers specified in sub-clause 6 (i).

(iv) 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 AGM.

(v) 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 AGM.

(vi) Vacancies on The Committee which arise through resignation or termination during the year can be filled from the membership, but in order to remain as a member of The Committee such an appointee must stand for election at the next AGM and their first term of office, as specified in clause 7 (iii) below, will commence on their election. (vii) 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

(viii) 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 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 four 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).

(ix) Removal of The Committee All members of The Committee shall resign immediately if a motion of No Confidence in the Committee is carried by a majority of two thirds of the members present at an Annual General Meeting or a Special General Meeting. A new Committee shall be elected at the meeting in accordance with Clause 7 below, otherwise two of the former Committee members shall be elected as temporary trustees, to administer and manage The U3A until a new Committee is elected. Any Committee member removed by the vote of No Confidence may stand for re-election, including the temporary trustees.

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, or at a Special General Meeting if necessary following Removal of The Committee as provided for in clause 6 (ix).

(ii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting, or the Special General Meeting if applicable.

(iii) Committee members shall serve for a period of 3 years. Retiring Committee members may stand for re-election once only, and afterwards shall not be eligible for election again without an intervening period of at least 3 years, unless they are standing for the office of Chairman. No-one may hold the office of Chairman for more than 3 consecutive years without an intervening period of at least 3 years.

(iv) 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 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 a simple majority of the members present for the request to be made.

(v) In the event of no nominations being received for one or more of the Honorary Officer posts 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.

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 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 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 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 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 and these minutes shall be available for inspection should a member request 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 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 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.

9. FINANCE

- i. The financial year of The U3A shall end on such date as the Committee shall decide, provide 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 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 Committee from time to time. Only members of the Committee, authorised by the Committee to do so, may arrange and authorise any transaction on any of The U3A's accounts and dual authorisation shall normally be required for all transactions.
- iii. The 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 charitable purposes.
- 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 by a member of the 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. Each constituent group of The U3A shall maintain accounting records for their group to conform to The U3A year start date of 1st February, and in a form agreed with the Treasurer who will agree with each group leader the balance at the start of the financial year.

10. PROPERTY

(i) 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 the his/her designated

role, or for safe keeping, until such time as the member's tenure of office ceases or The Committee request its return.

(ii) A designated member of The U3A, appointed by The Committee, shall keep an inventory of The U3A's property and its whereabouts.

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 .

The Committee shall approve the appointment of the examiner for the accounts.

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 (AGM) of The U3A which shall be held in the month of April in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.

(ii) Every Annual General Meeting shall be called by The Committee. The 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 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) 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.

Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting and any other business published in the agenda.

14. SPECIAL GENERAL MEETING

The Committee may call a Special General Meeting (SGM) of the charity at any time and if at least 20 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% of the members of The U3A 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 (AGM and SGM) of The U3A.

(ii) There shall be a quorum when at least 10% of the members of The U3A are present at any General Meeting. (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 another day 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.

(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 to preside. In the absence of the proposed 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 should have a single 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 of the Charity), clause 3 (the Objects clause), clause 17 (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.

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 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. 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.

18. ADOPTION OF CONSTITUTION

This constitution was adopted by the membership at an AGM on 13th April 2015 and I certify that this is a true copy.

Signed:

Dated: 13th April 2015

Changes

Section 6 (i) Honorary Officers reference to vice chairman removed

Section 8 (iii) reference to vice chairman removed

Section 9 Finance section replaced with current recommendation by Third Age Trust

Section 11 Committee to approve the examiner of accounts added

Section 13 (v) AGM Approval of examiner deleted

13(vi) renumbered to 13(v)