



CONSTITUTION OF THE MEDWAY U3A AN UNINCORPORATED MEMBERS ASSOCIATION, AND A MEMBER OF THE THIRD AGE TRUST

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER: _____

This constitution was adopted by the membership at the Annual General Meeting held on 10th February 2021.

I certify that this is a true copy

Signed

Chairperson of the meeting

Date of Certification

1. NAME

The name of the charity is Medway U3A hereinafter referred to as 'The U3A'.

2. PROPERTY AND ASSETS

Subject to the matters set out below, 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. CHARITABLE PURPOSES

The charitable purposes of The U3A 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 in Medway and its surrounding locality.

The charitable purposes of The U3A may only be altered with the prior consent of the Charity Commission.

4. POWERS

In furtherance of the charitable purposes 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, provided that in doing so any applicable requirements of the law shall be met;

- ii. receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The U3A and its charitable purposes and to hold and apply any funds so acquired for the charitable purposes (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 charitable purposes;
- vii. appoint and constitute such advisory committees as the Executive Committee may think fit;
- viii. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- ix. publish, supply and make available 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 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 appropriate to the pursuit of the charitable purposes and the delivery of benefit to the public in accordance with the charitable purposes.

5. MEMBERSHIP

- i. Membership of The U3A shall be open to individuals who are in their Third Age 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 by the Executive Committee and approved by the membership at an Annual or Special General Meeting. 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.
- iii. Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.
- iv. 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 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. EXECUTIVE COMMITTEE AND MEMBERS

- 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 5 and not more than 12 U3A members on the Executive Committee. No person may serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving on the Executive Committee of any other local U3A.

- iii. *Officers*

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

- iv. *Limits on periods of service*

- (a) The term of office of the Chairperson is a maximum of 3 years from the Annual General Meeting (AGM) at which they are appointed.
- (b) An individual may not normally serve more than six consecutive years as an officer in any combination of roles, but this can be extended by a maximum of 3 years with the agreement of the AGM.
- (c) Non-officer members may be appointed by the serving members of the Executive Committee at any time between AGM's. A person may not normally serve more than 6 years as a non-officer, but this can be extended by a maximum of 3 years with the agreement of the AGM.
- (d) A person may not serve more than 12 consecutive years in any combination of officer and non-officer roles on the committee.
- (e) A gap of at least 1 year is required to demonstrate a break in consecutive years of service.
- (f) The membership of the Executive Committee will be reported and ratified at each AGM.

- v. *Nomination and election of candidates*

- (a) Nominations for any candidate for the Executive Committee shall be sent to the Secretary by a proposer and seconder 28 days before an AGM.
- (b) Should nominations exceed vacancies, the decision about appointments shall be taken by ballot.
- (c) If there are insufficient candidates standing for the vacancies, the Chairperson of the meeting may appeal for any willing member present to agree to stand.

- vi. *Officer Vacancies*

The Executive Committee may fill any vacancy arising amongst the Officers between AGM's by a member of The U3A. A person so appointed shall have full voting rights immediately, but must stand for appointment at the following AGM.

xi. *Co-options to Executive Committee*

The Executive Committee may in addition appoint not more than two co-opted U3A members to the Executive Committee, who shall have full voting rights and hold office until the next AGM. 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.

7. DEFECTS IN APPOINTMENTS

- i. 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

- i. A member of the Executive Committee shall cease to hold office if they:
 - (a) are disqualified from acting as a member of the Executive Committee by virtue of charity law;
 - (b) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - (c) are absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that their office be vacated;
 - (d) are 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) notify 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 28 days from the receipt of the notification);
 - (f) cease to be a member of The U3A;
 - (g) become an Officer or non-Officer member of the Executive Committee of any other U3A.

9. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- i. The Executive Committee shall hold at least 4 meetings each year.
- ii. An Executive Committee may be held in person or by suitable electronic means agreed by the members of the committee in which each participant may communicate with all the other participants.
- iii. Additional meetings may be called at any time by the Secretary on behalf of the Chairperson or by any two members of the Executive Committee, upon not less than 7 days' notice being given to other members of the Executive Committee of the matters to be discussed.

- iv. The Chairperson shall chair the meetings and in their absence a Vice-Chairperson shall take over. Failing this the Executive Committee shall choose one of their number to be Chairperson of the meeting before any business is transacted.
- v. 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.
- vi. 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 Chairperson of the meeting shall have a casting vote in addition to his own vote.
- vii. The Executive Committee shall ensure that minutes are taken of all its meetings and are available for inspection should a member request it.
- viii. 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.
- 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 sub-committees shall be minuted 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 Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by them 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.

10. FINANCE

- i. The financial year of The U3A shall end on such date as the Executive 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 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 U3A's 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 charitable purposes.
- 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.

11. 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.

12. 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.

13. ANNUAL GENERAL MEETING

- i. There shall be an AGM of The U3A which shall be held on such date as the Executive Committee may determine in each calendar year.
- ii. An AGM will be called by the Executive Committee. This formal notice shall give at least 28 days' notice of the AGM to all the members of The U3A. The notice shall specify that the meeting is the AGM 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 the trustees' report and annual accounts of The U3A for the preceding year to each AGM.
- iv. The Executive Committee shall seek approval for the appointment of any independent examiner or auditor for the accounts from the membership at the AGM, if permitted or required to do so by charity law.
- v. Any proposals to amend the constitution subject to clause 17 shall be considered at the AGM as shall any other business as set out in the notice.

14. SPECIAL GENERAL MEETING

- I. The Executive Committee may call a Special General Meeting of The U3A at any time
- II. The Secretary shall call a Special General Meeting if at least 20% of the members request such a meeting in writing stating the business to be considered.
- III. Notices of meetings must state the business to be discussed and shall be given 28 days in advance of the meeting.

15. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

- i. Notices of meetings, documents and other communications from the Executive Committee to a member will be sent by electronic means unless requested otherwise. It is the responsibility of that member to notify the Executive Committee of any change to their address and to comply with any security and other procedures determined by the Executive Committee for such communications.
- ii. Members may attend General Meetings electronically if this is agreed by the Executive Committee, and in such circumstances both members present in person and present by electronic means will be considered to count towards the quorum for the meeting.
- iii. Details of how a member may participate electronically shall be set out in the notice for the meeting.
- iv. The Executive Committee may determine that a General Meeting is to be held by electronic means only and the notice of the meeting will include an explanation of the exceptional circumstances that require this. "Exceptional" means circumstances which in the reasonable opinion of the Executive Committee render it impossible to hold an effective General Meeting in person or by a combination of meeting in person and through electronic means. In these circumstances the place of the meeting shall be recorded as being "Online".
- v. A General Meeting at which procedures are put in place to allow members to attend electronically will not be invalidated due to technical issues which prohibit members from joining electronically, so long as a sufficient number of members to form a quorum is able to join the meeting successfully.
- vi. Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.
- vii. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting.
- viii. There shall be a quorum when at least 20% of the number of members of The U3A, are present at any General Meeting including those present electronically.
- ix. 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 28 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.
- x. The Chairperson of The U3A shall be the Chairperson of any General Meeting at which they are present. In their absence the Executive Committee members present shall have the power to elect a Chairperson for the meeting.

- xi. A member may appoint a proxy to attend a general meeting and vote on their behalf. Proxies may only be validly appointed by notice in writing which:
 - (a) states the name and address of the member appointing the proxy
 - (b) identifies the person acting as the proxy
 - (c) is signed by the member appointing the proxy
 - (d) is delivered to the charity by post or by email
 - (e) a member's registered email address is considered to be a signature
- xii. Where members can join a meeting by electronic means the method of voting will be set out by the Chairperson at the meeting.
- xiii. If there is a tied vote the Chairperson of the meeting has a single casting vote.

16. ALTERATIONS TO THE CONSTITUTION

- i. Subject to the following provisions of this clause, the Constitution may be altered in any way 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 details of the alterations proposed.
- ii. The prior consent of the Third Age Trust must be requested for any proposed alterations to The U3A's constitution. The U3A may proceed with the proposed changes:
 - (a) At any time after specific consent has been received from the Third Age Trust; or
 - (b) When four weeks have passed since the consent request was delivered and the Third Age Trust has not notified The U3A of any objection to the proposals.
- iii. No amendment may be made to clause 3 (the charitable purposes) without the prior consent in writing of the Charity Commission.
- iv. No amendment may be made which would have the effect of making The U3A cease to be a charity at law.
- v. The Executive Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission.

17. DISSOLUTION

- i. 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 28 days' notice shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of The U3A. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:
 - (a) Any one or more local U3As, which are charities and have charitable purposes similar to those of The U3A, as determined by the members of The U3A; or
 - (b) To the Third Age Trust (registered charity in England and Wales no. 288007).
- ii. A copy of the statement of accounts and relevant reports, for the final accounting period of The U3A, must be sent to the Charity Commission if The U3A is registered.