

**CONSTITUTION OF THE NEWBURY  
UNIVERSITY OF THE THIRD AGE (u3a)**

*(A MEMBER OF THE THIRD AGE TRUST AS AN  
UNINCORPORATED ASSOCIATION)*

**Registered Charity no. 1097700**

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• **DOCUMENT HISTORY**

Version 1 FORMALLY ADOPTED ON 8 April 2003 TO TAKE EFFECT FROM 1 September 2003.  
Version 2 amended at the Extraordinary General Meeting held on 5 April 2005.  
Version 3 amended at the Annual General Meeting of 11 October 2007.  
Version 4 amended at the Annual General Meeting of 13 October 2014.  
Version 5 amended at the Annual General Meeting of 2 November 2020.  
Version 6 amended at the Annual General Meeting on 13 February 2023.

**1. NAME**

The name of the charity is The Newbury University of the Third Age, 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 Executive 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, in Newbury and its surrounding locality who are no longer in full-time gainful employment.
- 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:

- I power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law;
- II power to 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 power to buy, take on lease or exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- IV power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of The Charity;
- V power to 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 power to support any charitable trusts, associations or institutions formed for all or any of the Objects specified in clause 3;

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- VII power to appoint and constitute such advisory committees as the Executive Committee may think fit;
  - VIII power to organise and run conferences, lectures, seminars and courses;
  - IX power to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos;
  - X power to participate in and assist in the development of area and regional groupings of u3as;
  - XI power to do all such other lawful things as are necessary for the achievement of the Objects specified in clause 3.

**5. MEMBERSHIP**

- I Membership is open to individuals who are from the Newbury area interested in furthering the work of The u3a and who have paid the annual subscription as determined by the Executive Committee. Only paid up members of The u3a shall have the right to vote in elections and at General Meetings and membership is subject to the rules applying to it from time to time.
- II The trustees may refuse an application for membership in the following circumstances:
  - (a) if acting reasonably and properly, they consider it to be in the best interests of the charity and its membership to refuse the application;
  - (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision;
  - (c) The trustees must consider any written representations the applicant may make;
  - (d) The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- III Membership is terminated if:
  - (a) the member dies;
  - (b) the member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members;
  - (c) any sum due from the member to the charity is not paid in full within one month of it falling due;
  - (d) a member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
    - a. annual membership or other fees are unpaid for after the due date;
    - 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 charity and
    - c. the appropriate steps have been taken according to the procedures of the u3a.

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**6. EXECUTIVE COMMITTEE**

The management of The u3a shall be vested in an Executive Committee, whose members shall carry out its general policy and provide for the administration, management and control of the affairs and property of The u3a.

**I Honorary Officers**

The designation of honorary officers are: the Chairman, the Vice-Chairman, the Honorary Treasurer and the Honorary Secretary. When one or more vacancies will arise amongst the officers at the end of the Annual General Meeting, the membership of The u3a shall elect replacement officers from amongst themselves. Elected officers shall hold office from the end of the Annual General Meeting of their election for a term of three years or such other period of less than three years as shall be approved by the members at the AGM.

**II Executive Committee**

The Executive Committee shall consist of not fewer than 5 and not more than 12 elected members, being:

- (a) the honorary officers specified in the preceding clause; and
- (b) no fewer than one and not more than eight members; those being elected at the Annual General Meeting shall hold their post from the conclusion of that meeting. Members shall serve for a three year term or such other period of less than three years as shall be approved by the members at the AGM.

**III Vacancies on the Executive Committee which arise during the year for any reason can be filled from the membership and shall serve until the next Annual General Meeting being then eligible for election.**

**IV The Executive Committee may in addition appoint not more than two co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.**

**V Persons, who need not be members of The u3a, may be invited by the Executive Committee to its meetings because of their special expertise. They shall have no voting rights.**

**VI 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.**

**VII A member of the Executive Committee shall cease to be a member if he or she:**

- (a) is disqualified from acting as a member of the Executive 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 means 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 or her office be vacated;
- (d) is subject to a vote of no confidence from the Executive 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 Executive Committee;
- (e) notifies in writing to the Executive Committee a wish to resign.

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VIII Should the Executive Committee be reduced to fewer than five members elected by the membership the remaining Committee shall immediately call an Extraordinary General Meeting where elections shall be carried out for all vacant posts as if it were an ordinary Annual General Meeting. This meeting shall take place within three calendar months of the date of the first day when there are fewer than the number of members required by Clause 6(II). Committee members elected at this meeting may serve until the third following Annual General Meeting. Should there be insufficient nominations for the membership of the Executive Committee to meet the requirement of Clause 6(II) the remaining members shall seek to dissolve The u3a as given under clause 18.

**7. ELECTION OF MEMBERS TO THE EXECUTIVE COMMITTEE**

- I The election of members to the Executive Committee shall be held at the Annual General Meeting of The u3a.
- I The newly-elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- III Officers and Committee members may offer themselves for re-election after three years as officers or members of the Executive Committee for such position and such period as shall be approved by the Annual General Meeting.
- IV The Executive Committee shall notify the membership of any officer or non-officer post becoming vacant. This notification shall be given a maximum of three to a minimum of two calendar months before the Annual General Meeting and the closing date of nominations for vacant posts shall also be given: this date shall be at least 14 days after the notification. Any member may nominate any other member for any vacant post, but should it be found that a member makes more than one nomination for any one post, all that member's nominations shall be deemed void. The nominating member shall have confirmed with the nominee that he/she is willing to serve. The Executive Committee shall confirm the eligibility of the candidate.
- V In the event of no nominations being received for one or more of the Honorary Officer posts, the retiring officer shall be asked if they are willing to continue in that post for a further year. If the officer does not wish to continue, the new Executive Committee shall elect by majority one of their members at the first committee meeting following the Annual General Meeting.

If a vacancy occurs in one of the officer posts prior to the AGM the Executive Committee may co-opt one of their members for the post or co-opt someone from the general membership. If co-opted, officers shall serve until the next AGM when they may seek confirmation of their position for up to three years. They cannot continue as co-opted.

If all the membership have been informed of the vacancy for an officer post and no one agrees to accept the position within two weeks of the general notification by the Executive Committee that they are unable to fill the post, the Executive Committee may recruit outside the membership to fill that position. There shall be elections amongst the members for that position at the next AGM.

- VI Each candidate or proposer may prepare a short summary of the candidate's relevant interests and aims, for distribution at least two weeks before the Annual General Meeting. A secret ballot shall be held at the Annual General Meeting. There shall be a maximum of three observers to the count acceptable to all candidates.

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- VII Should there be a tied vote for any Honorary Officer post the casting vote shall be by the Chairman.
  - VIII Should there be a tied vote for the final vacant position on the Executive Committee, the candidates involved shall be regarded as co-opted members for the first year of their tenure, and the number of vacancies at the next Annual General Meeting adjusted accordingly.
  - IX Should there be only one nomination for an officer post or the nominations for non-officer committee members do not exceed the vacancies, these candidates shall be deemed as elected without ballot.
  - X Members elected to the Executive Committee or as an officer may serve for up to three years from their election, independent of any time served as co-opted in that position prior to that election.

**8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- I The Executive Committee shall hold at least four ordinary meetings each year.
- II A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon no fewer 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 no fewer than twenty-one days notice must be given.
- III The Chairman shall chair the meetings but in his or her absence the Vice-Chairman shall take over, or if he or she is also absent, the Executive Committee shall choose one of its 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 are present at the meeting.
- V Every matter 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 second or casting vote.
- VI The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committees and these minutes shall be available for inspection should a member request it. The minutes shall be taken by a member of the Executive Committee nominated for each meeting, when a Minute Secretary has not been appointed or is not available.
- 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. No rule may be made which is inconsistent with this Constitution.
- VIII The Executive Committee may appoint sub-committees and working groups consisting of 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 subcommittee or working group, provided that all acts and proceedings of any such sub-committees or working groups shall be fully and promptly reported to the Executive Committee.
- IX No Executive 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 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.

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**9. PRESIDENT**

- I The Executive Committee may propose any member as President for a term of three years. This appointment shall require the endorsement of the membership.
- II A President shall not be a member of the Executive Committee and shall not have voting rights.

**10. FINANCE**

- I The funds of The u3a, including all donations, contributions and bequests shall be paid into accounts operated by the Executive Committee in the name of The u3a at such banks as the Executive Committee shall from time to time decide. All cheques drawn on accounts set up for specific groups must be signed by at least one member of the Executive Committee and by either a member of the Executive Committee or a member of that group. All cheques drawn on the general accounts must be signed by at least two Executive Committee members. All cheque signatories must be approved by the Executive Committee.
- II The funds belonging to The u3a shall be applied only in furthering the Objects as given in Clause 3 of this Constitution.
- 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 work for The u3a.
- IV All proper costs, charges and expenses incidental both to the management of The u3a and membership of the Third Age Trust may be defrayed from the funds of The u3a.
- V A brief summary of all accounts shall be presented to the Executive Committee at or prior to each Executive Committee meeting.

**11. PROPERTY**

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 Executive Committee, be transferred on a temporary basis to a nominated member's home in pursuance of his/her designated role until such time as the requirement ceases or the Executive Committee requests its return.

**12. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN**

The financial year shall be from 1<sup>st</sup> January to the 31<sup>st</sup> December in each year or such other period as shall be determined by the Executive Committee from time to time.

The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- I the keeping of accounting records of 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.

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- IV the statement of accounts at the end of the financial year shall be officially independently examined or audited and a copy of these accounts shall be sent to the Charity Commission as required.

**13. GENERAL MEETINGS**

- I In this clause the term “General Meeting” shall be applicable to all types of meetings relating to the business of The u3a open to all its members.
- II An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- III All general meetings other than annual general meetings shall be called special general meetings.
- IV The trustees may call a special general meeting at any time.
- V The trustees must call a special general meeting if requested to do so in writing by at least one tenth of the membership. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.
- VI If elections to the committee are required under this Constitution, all members must be notified at least 28 clear days ahead of the election that nominations are requested and the closing date for the receipt of such nominations shall be at least 21 clear days after this notice is given.
- VII If a resolution requiring the consent of two-thirds of the members will be proposed at the general meeting then all members must be notified at least 21 clear days ahead of that meeting.
- VIII The minimum period of notice required to hold any general meeting of the charity (other than to consider a resolution for which a two-thirds majority of the members is needed) is fourteen clear days from the date on which the notice is deemed to have been given.
- IX Quorum:
- (a) No business shall be transacted at any general meeting unless a quorum is present.
- (b) A quorum is:
- (i) Five members entitled to vote upon the business to be conducted at the meeting or 7.5% of the total membership at the time whichever is the greater.
- (ii) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (iii) The trustees must re-convene the meeting and must give at least seven clear days’ notice of the re-convened meeting stating the date, time and place of the meeting.
- (iv) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.



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**14. MINUTES**

The trustees must keep minutes of all:

- (1) appointments of officers and other trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
  - (a) the names of the trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

**15. NOTICES**

I Any notice required by this constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications.

II The charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

III A member who does not register an address with the charity shall not be entitled to receive any notice from the charity.

IV A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

**16. RULES**

I The trustees may from time to time make rules for the conduct of their business.

II The rules may regulate the following matters but are not restricted to them:

- (a) the admission of members of the charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;



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- (e) the keeping and authenticating of records. If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated;
  - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

III The charity in general meeting has the power to alter, add to or repeal the rules.

IV The trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the charity.

V The rules shall be binding on all members of the charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

## **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), Clause 3 (Objects), Clause 18 (Dissolution) 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 Charity cease to be a charity at law. The Executive Committee shall promptly send to The Charity Commission a copy of any amendment made under this clause.

## **18. DISSOLUTION**

If the Executive Committee decides that it is necessary or advisable to dissolve The u3a, it shall call a meeting of the membership of The u3a, of which no fewer 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 Executive Committee shall have the 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.

## **19. ADOPTION**

Version 6 of the Constitution has been ratified by the Newbury u3a Executive Committee and adopted at the Annual General Meeting held on 13 February 2023.