

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

THIS IS A CHARITY IN ENGLAND AND WALES
REGISTERED CHARITY NUMBER: 1024442

This constitution was adopted by the membership at the AGM held on 14th December 2022

1. NAME

The name of the charity is Northallerton 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. OBJECTS & POWERS

3.1 OBJECTS

The objects of the u3a are:

- i. to advance the education of the public and, in particular, the education of middle aged and older people who are not in full-time gainful employment in Northallerton 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.

3.2 POWERS

In furtherance of the above, the u3a may exercise the following powers:

- i. purchase, take on lease or in exchange, hire and otherwise acquire and sell or dispose of real or personal property and any rights and privileges which the u3a may think necessary for the promotion of the Objects, subject to such consents as may be required by law;
- ii. publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter;
- iii. found and carry-on schools and training courses and run lectures, seminars, conferences and courses;
- iv. encourage and assist in the formation and operation of area and regional groupings of other u3as;
- v. receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of the u3a or any of them and to hold funds in trust for the same;
- vi. do all such other lawful things as may be necessary for the attainment of the above Objects or any of them.

4. MEMBERSHIP

- i. Membership of the u3a shall be open to individuals 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, 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 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 (2) months after the due date or any such date as determined by the Executive Committee; 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. He/she may be

accompanied by a friend acting in their personal capacity, who may also speak or make written representation, before a final decision is made.

5. HONORARY PRESIDENT

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 is 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. However, he/she 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.

6. 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 eight (8) and not more than twelve (12) u3a members appointed to the Executive Committee, all of whom, including officers, must be members of the u3a. 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, Vice Chairman, Treasurer and 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. At every Annual General Meeting of the u3a, the serving Officers shall retire from office and the members shall elect from amongst the membership individuals to serve as the Officers. The term of office is one year from the date of that meeting until the next Annual General Meeting. A retiring Officer may be re-appointed, provided he/she remains a member of the u3a and subject to the limits on periods of service set out below.

iv. Other members of the Executive Committee

At every Annual General Meeting the non-Officer members of the Executive Committee shall all retire. A retiring Executive Committee member may be re-appointed provided he/she remains a member of the u3a. A person may not serve more than three consecutive terms of office as a non-Officer member of the Executive Committee.

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

The term of office of the Chairman is one year from the Annual General Meeting at which he/she is appointed until the next Annual General Meeting. An individual may serve not more than three consecutive terms as Chairman.

vi. Limit on periods of service of the other Officers

The following limits apply to periods of service as Officers:

(a) An individual may serve not more than six consecutive years as Treasurer. He/she may not then be appointed to any other Officer role. For the avoidance of doubt, if a Treasurer serves less than this period, he/she could then stand for appointment as Chairman or for another Officer role.

(b) An individual may serve not more than three consecutive years in any other Officer role.

(c) An individual may serve not more than six consecutive years in various different Officer roles, subject to the provisions regarding the terms of office of the Treasurer. For the avoidance of doubt, an individual who has served as a non-Officer member of the Executive Committee is permitted to then serve up to that six year period in various different Officer roles.

vii. Nomination and election of candidates

Prior written nomination of any candidate for appointment as an Officer or a non-Officer 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, to be in the hands of the Secretary of the u3a at least 28 days before the meeting. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot, unless a show of hands demonstrates a clear verdict for or against. 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 him/herself and be proposed to the meeting for appointment in accordance with the Constitution.

viii. *Date new Committee assumes Office*

The newly elected Committee shall take office with effect from the end of the Annual General meeting.

ix. *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. Any such appointee must be a u3a member. A person so appointed may stand for appointment to a first full term at that meeting, provided he/she remains a member of the u3a.

x. *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.

xi. *Status of a Northallerton u3a member on the National Governing Body*

If a member of the u3a is a member of the National Governing Body, that member shall ipso facto be a member of the Executive Committee of the u3a, with no voting rights, for as long as he or she remains a member of the National Governing Body.

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:

- i. is disqualified from acting as a member of the Executive Committee by virtue of charity law;
- ii. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- iii. is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his/her office be vacated;
- iv. 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;
- v. notifies in writing to the Executive Committee a wish to resign to take effect at least 21 days from the receipt of the notification;
- vi. ceases to be a member of the u3a;
- vii. becomes an Officer or non-Officer member of the Executive Committee of another u3a.

9. 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/her 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 four (4) 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 an equality of votes, the Chairman of the meeting shall have a casting vote in addition to his/her 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. All acts and proceedings of any sub-committee(s) 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/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.

10. 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 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 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/her 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 appoint employees, either permanently or on fixed-term contracts, who are not members of the Executive Committee, as may from time to time be necessary for carrying out the work of the u3a and may fix their terms and conditions of employment. For the purposes of employment law the Executive Committee shall be the employer.

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

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:

- i. the keeping of accounting records for the u3a;
- ii. the preparation of annual statements of account and a trustees' report for the u3a;
- iii. the audit or independent examination of the statements of account of the u3a (if required by law);
- iv. the making of a charity annual return to the Charity Commission;
- v. 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 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. The formal notice for this 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. Any proposals to amend the constitution subject to clause 18 shall be considered at the Annual General Meeting, as shall any other business as set out in the notice.

14. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of the u3a at any time or, if at least twenty percent (20%) or more of the 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.

15. 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. Any notice required to be given under the terms of this constitution shall be deemed to be sufficiently given if sent or delivered to the member's last known address.
- iii. Accidental omission to give notice to any member of any General Meeting, including the Annual General Meeting, shall not invalidate the proceedings.
- iv. 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.
- v. The Chairman of the u3a shall be the Chairman of any General Meeting at which he/she is present. In the absence of the entitled Chairman, the Executive Committee members present shall have the power to elect a Chairman for the meeting.
- vi. If there is a tied vote, the Chairman of the meeting has a single casting vote.

16. QUORUM

- i. No business shall be transacted at any general meeting unless a quorum is present.
- ii. A quorum is: (a) 5 members present in person or who are entitled to vote upon the business to be conducted at the meeting or (b) one tenth of the total membership at the time, whichever is the greater.
- iii. If: (a) a quorum is not present within half an hour from the time appointed for the meeting; or (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.

- iv. 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.
- v. 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.

17. ONLINE AND HYBRID GENERAL MEETINGS

- i. A general meeting, whether an Annual General Meeting or a Special General Meeting, may be held that allows attendance in person or by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants either directly or through the Chair. Where the Executive Committee determines that a general meeting is to be held using electronic means pursuant to this clause, such determination shall be set out in the notice of the general meeting sent to members, together with details of how a member may participate in such meeting.
- ii. Where the Executive Committee determines that a general meeting is to be held by electronic means, only such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the "exceptional circumstances" which require the general meeting to be held by electronic means only.
- iii. For the purposes of this clause, "exceptional circumstances" 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.
- iv. Where a general meeting is to be held in person, the Executive Committee may, if it deems it appropriate, set out a procedure in the notice of the meeting which allows members to attend electronically if they so wish and, in such circumstances, both members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.
- v. If the meeting is to be held solely by electronic means pursuant to this clause, the place of the meeting shall be deemed to be the u3a's registered office address.
- vi. Proceedings at a general meeting held by electronic means pursuant to this clause, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clauses 13 and 14 will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under clause 16 is able to join the meeting successfully.
- vii. Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the Executive Committee may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.
- viii. A meeting of the Executive Committee may be held in person or by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.

18. ALTERATIONS TO THE CONSTITUTION

The provisions of this constitution, other than Clauses 3 and 19 and this clause, may be amended with the assent of not less than two-thirds of the members of the u3a present and voting at a General Meeting of the u3a. Twenty one clear days' notice shall be given to the members stating the intention to put forward such a resolution. No amendment shall be made which would cause the u3a to cease to be a Charity.

19. DISSOLUTION

The u3a may at any time be dissolved by a resolution passed by a three-quarters' majority of those present and voting at any meeting of the u3a of which at least twenty one (21) clear days' notice stating the intention to put forward such a resolution shall have been sent to all members of the u3a. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of the u3a shall be transferred to such charitable institution or institutions having Objects similar to the u3a as the u3a shall decide.