

**CONSTITUTION OF THE NORTHWICH UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED ON THE 19<sup>TH</sup> OCTOBER 2011. (amended 17<sup>th</sup> October 2018 and 18 October 2021)**

**1. NAME**

The name of the charity is THE NORTHWICH 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 Executive Committee, constituted by clause 6 of this constitution.

**3. OBJECT**

The Object of The U3A is:

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.

**4. POWERS**

In furtherance of the Objects but not otherwise, the Executive Committee may exercise the following powers:

1. 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.
2. 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.
3. power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
4. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the charity.
5. 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.
6. power to support any charitable trusts, associations or institutions formed for all or any of the Objects.
7. power to appoint and constitute such advisory committees as the Committee may think fit.
8. power to organise and run conferences, lectures, seminars, courses.
9. power to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos.
10. power to participate in and assist in the development of area and regional groupings of U3As.
11. power to do all such other lawful things as are necessary for the achievement of the Objects.

**5. MEMBERSHIP**

1. Membership of the U3A shall be open to individuals who are interested in furthering the work of 'The U3A' and who have paid the annual subscription as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting.
2. Every individual member shall have one vote.
3. The Executive Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid for 3 months 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 Executive Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.

## 6. EXECUTIVE COMMITTEE

The management of The U3A shall be vested in an Executive Committee, consisting of the 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.

1. **Honorary Officers.** The honorary officers (chairman, vice-chairman/men, secretary, treasurer) will be appointed by the elected committee at their first meeting.
2. **Executive Committee.** The Executive Committee shall consist of not less than 5 and not more than 12 members.

being:

(a) the honorary officers specified in the preceding clause

(b) not less than 1 and not more than 8 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

(c) The Executive Committee may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.

(d) Persons who need not be members may be invited by the Executive Committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting.

(e) Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership and such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.

(f) 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.

A member of the Executive Committee shall cease to hold office if he or she:

1. 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).
2. becomes incapable by means of mental disorder, illness or injury of managing and administering his or her own affairs.

3. is absent without the permission of the Executive Committee from 3 consecutive meetings and the Executive Committee resolve that his or her office be vacated.
4. 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.
5. notifies in writing to the Executive Committee a wish to resign (but only if at least four 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 the receipt of the notification).

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

1. The election of members of the Executive Committee shall be held at the Annual General Meeting of the U3A.
2. The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
3. Officers shall serve for a period of one year and Committee members for a period of three years. Retiring Officers may stand for re-election provided that no-one may hold the office of Chairman or Vice-Chairman for more than three consecutive years without an intervening period of at least one year except that a retiring Vice-Chairman may stand immediately for the post of Chairman.
4. If insufficient nominations are received to fill the vacancies for Committee members, the Executive Committee may as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present was 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 not less than two thirds of the members present for the request to be made.
5. In the event of 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 Executive Committee to ask the retiring officer to stay until the next AGM.

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

1. The Executive Committee shall hold at least 4 ordinary meetings each year.
2. A special meeting may be called at any time by 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 must be given.
3. The Chairman shall chair the meetings and 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 their number to be chairman of the meeting before any business is transacted.
4. There shall be a quorum when at least one third of the numbers of members of the Executive Committee for the time being or three members of the Executive Committee whichever is the greater, are present at the meeting.
5. 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.
6. 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.

7. 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.
8. The Executive Committee may appoint sub-committees 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 sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
9. 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.

## **9. FINANCE**

1. The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of The U3A at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 Executive Committee members.
2. The funds belonging to The U3A shall be applied only in furthering the objects.
3. 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.
4. 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.

## **10. 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 committee be transferred on a temporary basis to a nominated members home in pursuance of the his/her designated role until such time as the member's tenure of office ceases or the Executive Committee request its return.

## **11. ACCOUNTS**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

1. the keeping of accounting records for The U3A;
2. the preparation of annual statements of account for The U3A;
3. the independent examination of the statements of account of The U3A; and
4. the transmission of the statements of account of The U3A to the Charity Commission.

## **12. ANNUAL REPORT**

The Executive 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. GENERAL MEETINGS**

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution, unless this constitution replaces an earlier constitution in which case sub-clause (2) applies.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) Online and hybrid general meetings
  - (a) A general meeting (whether an annual general meeting or a special general meeting) may be held in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. Where the trustees determine that a general meeting is to be held by electronic means pursuant to this clause 10 (3)(a), such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting.
  - (b) Where the 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.
  - (c) For the purposes of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of the committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.
  - (d) Where a general meeting is to be held in person, the trustees may if they deem it appropriate set out a procedure in the notice of 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.
  - (e) If the meeting is to be held solely by electronic means pursuant to clause 10 (3)(a), the place of the meeting shall be deemed to be the charity’s registered office address.
  - (f) Proceedings at a general meeting held by electronic means pursuant to clause 10 (3)(a), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 10 (3)(a), 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 15(2) is able to join the meeting successfully.
- (4) All general meetings other than annual general meetings shall be called special general meetings.
- (5) The trustees may call a special general meeting at any time.
- (6) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. 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.

## **14. NOTICE**

- (1) 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.

- (2) 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.
- (3) The minimum period of notice required to hold any general meeting of the charity (other than to consider a resolution for which two-thirds majority of members is needed) is fourteen clear days from the date on which the notice is deemed to have been given.
- (4) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (5) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (6) The notice must be given to all the members and to the trustees.

## **15. QUORUM**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) 5 members entitled to vote upon the business to be conducted at the meeting;
  - (b) One tenth of the total membership at the time, whichever is the greater.
- (3) 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.
- (4) 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.
- (5) 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.

## **16. CHAIR**

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for a holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

## **17. ADJOURNMENTS**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

## 18. VOTES

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) Voting

(a) by proxy

A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 18(3).

(b) electronic balloting

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 trustees 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.

- (3) Proxies

Proxies may only be validly appointed by notice in writing (**a Proxy Notice**) which:

- (a) States the name and address of the member appointing the proxy;
  - (b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) Is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
  - (d) Is delivered to the charity in accordance with clause 18(2).
- (4) The trustees may from time to time determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting.
  - (5) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

## 19. ALTERATIONS TO THE CONSTITUTION

1. 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.

2. 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.
3. 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.

## **20. DISSOLUTION**

If the Executive Committee decides that it is necessary or advisable to dissolve the U3A it shall call a 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 Executive 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.

## **21. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING.**

Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed: Signatures of the 8 committee members, as at the 10<sup>th</sup> May 2004, appear here on the original document.

----- Amendments to Clause 13 adopted at the Annual General Meeting held on 19<sup>th</sup> October 2011.

Signatures of Executive Committee Members as at 7<sup>th</sup> November 2011 appear here on the original document.