

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Incorporated 6 October 1983

Company Number 1759471

Charity Number 288007

ARTICLES OF ASSOCIATION OF THE THIRD AGE TRUST

To be proposed by Special Resolution to EGM on 21 March 2018

Company Limited by Guarantee and not having a share capital

Articles of Association of The Third Age Trust

1. Name and Registered Office

- (1) The company's name is The Third Age Trust (and in this document it is called the 'charity').
- (2) The registered office of the charity is situated in England

2. Interpretation

In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'the articles' means the charity's articles of association;

'the board' means the board of directors;

'Charities Act' means the Charities Act 2011;

'the charity' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the directors' means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'member' means a U3A accepted and registered as a member of the charity (whether directly as an incorporated association or indirectly through a representative in the case of an unincorporated association);

'the movement' means all the members of all the individual U3As;

'officers' includes the chairman, vice-chairman and treasurer;

'region' means a geographic grouping of U3As designated as a region by the AGM from time to time;

‘the seal’ means the common seal of the charity;

‘secretary’ means any person appointed to perform the duties of the secretary of the charity;

‘U3A’ means a University of the Third Age organisation that agrees to adopt a model constitution or other governing document agreed by the charity and to comply with the guiding principles of the movement;

‘unincorporated association’ means an organisation set up as a group of people that has no legal identity outside of its management committee and cannot enter into contracts, other than through a nominated representative; whereas

‘incorporated association’ means an organisation with its own legal identity that can enter into contracts in its own name.

Words signifying one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these articles become binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. Liability of members

The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while they remain as a member or within one year after they cease to be a member, for:

- (1) payment of the charity’s debts and liabilities incurred before they cease to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

4. Object

The charity’s object is specifically restricted to the following:

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.

5. Powers

The charity has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the charity has power:

- (1) to raise funds, and to receive donations, endowments, sponsorship fees, subscriptions, legacies, income from contracts and charitable trusts. In doing so, the charity must comply with any relevant statutory regulations;

- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, improve, develop, exchange, lease, let on rent, royalty or otherwise and in any manner dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 to 122 of the Charities Act;
- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act if it wishes to mortgage land;
- (5) to co-operate and work with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to encourage and assist in the formation and growth of U3As and groupings of U3As and to support any charitable trusts, associations or institutions, including U3As, formed for any of the charitable purposes included in the object;
- (7) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such employees, consultants or advisers as are necessary for carrying out the work of the charity. The charity may remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) to (in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000):
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee.
- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act ;
- (12) to arrange and provide insurance cover for the staff, volunteers, U3As and their members of the type which is arranged from time to time;
- (13) to carry on schools, courses, lectures, seminars, conferences, and any other similar activity in furtherance of the charitable purposes included in the object;
- (14) to publish, disseminate and share books, pamphlets, reports, leaflets, journals, films and instructional matters in any form;
- (15) to open and operate bank accounts and other facilities for banking;
- (16) to offer and administer grants to U3As and groupings of U3As;
- (17) to do any other lawful activity in the attainment of the object.

6. Application of income and property

(1) The income and property of the charity shall be applied solely towards the promotion of the object. Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

(2) Reimbursement, indemnity and benefit to a director:

(a) a director is entitled to be reimbursed from the property of the charity or may be paid out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity;

(b) a director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act;

(c) a director may receive an indemnity from the charity in the circumstances specified in article 32;

(d) a director may not receive any other benefit or payment unless it is authorised by article 7.

(3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member receiving:

(a) a benefit from the charity in the capacity of a beneficiary of charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

7. Benefits and payments to charity directors and connected persons

(1) General provisions.

Unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained, no director or connected person may:

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting directors' or connected persons' benefits.

- (a) A director or connected person may receive a benefit from the charity in the capacity of being a beneficiary of the charity.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services to the charity, where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the charity at a rate not more than 2% above the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only – controls.

The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity;
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity;
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
- (f) The reason for their decision is recorded by the directors in the minute book;
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

(4) In sub-clauses (2) and (3) of this article:

(a) 'charity' includes any company in which the charity:

- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the board of the company.

(b) 'connected person' includes any person within the definition in article 35.

8. Declaration of directors' interests

A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

9. Conflicts of interests and conflicts of loyalties

(1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the un-conflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the un-conflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

10. Members

(1) The number of members of the charity is unlimited.

(2) Membership of the charity is open to any organisation which has made an application in accordance with clause (4) of this article and which has been accepted as a member.

(3) If the organisation is:-

- (a) an incorporated association, then it shall be admitted to membership; or
- (b) an unincorporated association, then the executive committee of the unincorporated association shall appoint a representative member, and the representative member

shall be admitted into membership of the charity on its behalf. Although the representative member shall be admitted as the member of the charity, beneficial and substantial membership shall in all cases belong to the appointing U3A.

(4) Any organisation that wishes to become a member of the charity, including those that may have been given temporary membership under clause (8) of this article, shall deliver to the charity an application for membership in such form as the directors may require. No organisation shall be admitted to membership unless:

- (a) its application is approved by the directors; and
- (b) it has paid the annual membership fee for the time being applicable.

(5) Refusal of an application:

- (a) the directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application;
- (b) the directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision;
- (c) the directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

(6) Membership is not transferable.

(7) The directors must keep a register of names and addresses of the members and if a member is a representative member of a U3A, the name of the U3A which they represent. Members must inform the charity promptly of any changes to the details held about them (or their representative member) in the register and shall respond promptly to any periodic enquiry from the charity seeking verification of those recorded details and information.

(8) The charity may establish different classes of membership with different rights and obligations and shall record the rights and obligations in the register of members. This may include a class of temporary membership for any organisation working towards full membership of the charity.

11. Termination of membership

(1) Membership is terminated if:

- (a) the member (or the organisation represented by a representative member) ceases to exist;
- (b) the member (acting itself or through its representative member) resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (c) the member (or a U3A which is an unincorporated association represented by a representative member) becomes unable to pay its debts;

(d) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that the member U3A's membership is terminated. A resolution to remove a member from membership may only be passed if:

(i) the member has been given at least twenty-eight days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

(ii) the member has been allowed to make representations to the meeting.

(e) the member fails to pay the annual membership fee (as determined by the members from time to time in annual general meeting) by the last payment date as determined by the board.

(2) An organisation that has ceased to be a member may be re-admitted to membership by the board if it meets the membership criteria and applies as specified within these articles.

12. General meetings

(1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings. An annual general meeting shall be held at such date, time and place as the board shall require, for such purpose as the board or any bye-law will require. These purposes include:

(a) considering the annual report of the board of the charity and the annual accounts of the charity;

(b) appointing or re-appointing any auditors or independent examiners;

(c) appointing or re-appointing any director; and

(d) agreeing the sum of the annual subscription payable by members of the charity or amending the guiding principles of the movement or changing the number and boundaries of the regions.

(2) Matters in 12(1) above are reserved for general meetings, save in respect of article 19 as it applies to 12(1)(c) above.

(3) The directors may call a general meeting at any time.

(4) All general meetings other than the annual general meeting shall be called extraordinary general meetings.

13. Notice of general meetings

(1) The minimum period of notice required to hold a general meeting of the charity is fourteen clear days.

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in the number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

(3) The notice must specify the date, time and place of the meeting, the general nature of the business to be transacted and the wording of any resolutions to be proposed. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a

statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 15.

(4) The notice must be given to all the members and to the directors and auditors.

(5) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

(6) A member present, either in person through its appointed representative or by proxy, at any general meeting of the charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

14. Proceedings at general meetings

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is 10% of the members. A member counts towards the quorum if they are present in person or by proxy or by authorised representative and entitled to vote upon the business to be conducted at the meeting.

(3) Each member shall notify the charity of the name of the authorised representative appointed by it and of any alternate.

(4) The meeting shall be adjourned to such time and place as the directors shall determine 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.

(5) If a meeting is adjourned, the directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy or by authorised representative at that time shall constitute the quorum for that meeting.

(7) Chairman of a meeting:

(a) general meetings shall be chaired by the chairman of the charity according to procedures specified under article 23, and in the absence of the chairman the vice-chairman shall chair the meeting;

(b) if there is no chairman or vice-chairman present within fifteen minutes of the time appointed for the meeting a director nominated by the directors present shall chair the meeting.

(8) Adjournment of a meeting:

(a) the chairman of the meeting may with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;

(b) where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(9) Any vote at a meeting shall be taken by a show of voting cards indicating the numbers of votes, according to article 17(1), held by each member present in person or by proxy or by authorised representative and entitled to vote.

(10) Before the declaration by the chairman of the meeting of the result of a show of cards, a poll may be demanded either by the chairman of the meeting or by at least two persons having the right to vote at the meeting in person or by proxy or by authorised representative. If called, a poll must be taken in such manner as the chairman of the meeting directs. The results of the poll shall be deemed to be the decision of the meeting. A poll demanded on the election of a chairman of a meeting or the question of an adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs. If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

(11) The result of the vote or poll must be recorded in the minutes of the charity:

(a) in the case of a vote by a show of voting cards, a declaration by the chairman of the meeting that a resolution has been carried or lost shall be recorded;

(b) in the case of a poll carried out during the meeting, the total votes cast including the proxy votes and the proportions of the votes in favour or against the resolution, shall be stated to the members present and shall be recorded;

(c) in the case of a poll carried out at such other time and place as the person who is chairing the meeting directs, the total votes cast including the proxy votes and the proportions of the votes in favour or against the resolution, shall be communicated to the members according to article 30(4) and shall be recorded in the same form as in sub-clause (11)(b) of this article.

(12) Except as specifically provided otherwise in any article, in the case of an equality of votes, the chairman of the meeting shall have a casting vote.

(13) No person other than a member, the member's appointed representative or its proxy shall be entitled to speak or vote on any question at any general meeting.

15. Content of proxy notices

(1) Proxies may only validly be appointed by a 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 or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

- (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (3) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (4) Delivery of proxy notices:
 - (a) a person who is entitled to attend, speak or vote (either on a show of cards or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity on behalf of that person;
 - (b) an appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given;
 - (c) a notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

16. Written resolutions

- (1) A resolution in writing agreed by a simple majority of the votes cast in accordance with article 17(1) (or in the case of a special resolution by a majority of not less than 75%) by the members or authorised representatives, who would have been entitled to vote upon it had it been proposed at a general meeting, shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the charity's registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.
- (4) Subject to article 20 no written resolution can remove a director during their term in office.

17. Votes of members

- (1) A member shall have the following votes:

- (a) up to 200 people in membership - one vote;
 - (b) from 201 to 500 people in membership - two votes;
 - (c) from 501 to 1000 people in membership - three votes;
 - (d) from 1001 to 2000 people in membership – four votes;
 - (e) from 2001 to 3000 people in membership – five votes;
 - (f) more than 3001 people in membership – six votes.
- (2) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- (3) Any organisation that is a member of the charity will nominate one or more individuals to act as their authorised representative at any meeting of the charity.
- (4) The organisation must give written notice to the charity of the name(s) of its authorised representative(s). The representative(s) shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The authorised representative(s) may continue to represent the organisation until written notice to the contrary is received by the charity.
- (5) Any notice given to the charity will be conclusive evidence that the authorised representative(s) are entitled to represent the organisation or that their authority has been revoked. The charity shall not be required to consider whether the authorised representative(s) have been properly appointed by the organisation.
- (6) The charity shall confirm to each authorised representative the number of votes which they are entitled to exercise on behalf of their member organisation, and if there is more than one authorised representative, how such votes shall be shared between them.
- (7) Where an unincorporated organisation is a member through its representative member, it may decide whether the representative member shall exercise its votes, or whether the representative member shall appoint a proxy to attend the general meeting and exercise the votes of the organisation.

18. Directors

- (1) A director must be a natural person aged 16 years or older.
- (2) No one may be a director if he or she would be disqualified from acting under the provisions of article 20.
- (3) The directors shall comprise:
- (a) three officers (chairman of the charity, vice-chairman and treasurer); and
 - (b) one ordinary elected director duly elected for each region by their region pursuant to article 19.
- (4) Only persons who are members of a U3A, are not employees of the charity and are not in full-time gainful employment may be elected to the board. If any serving member of the board ceases to meet these requirements his/her position as a board member shall automatically terminate at that time.

19. Election and appointment of directors

(1) Candidates for election to the board as ordinary elected directors, must be nominated from within a region's U3A membership, in accordance with such procedures as the board may from time to time adopt. The proposed election to the board of any candidate so nominated may only be voted on by appointed representatives from U3As within the region in question. Voting will take place by way of a postal ballot with the number of votes for each U3A as specified in article 17(1).

(2) Each ordinary elected director shall have an initial term of three years. After the three year term they may stand for re-election as an ordinary elected director for two further terms each of one year under the same voting procedures as their original election.

(3) The ordinary elected directors having been elected by their region shall, if the election takes place immediately before an annual general meeting, be announced at the meeting and start their term of office at the end of the meeting. Those ordinary elected directors who are elected at any other time will take office immediately the election is complete and be deemed to have served from the end of the previous annual general meeting.

(4) In the event of an ordinary elected director position remaining unfilled at the conclusion of the annual general meeting or becoming vacant for whatever reason, a by-election will be held in accordance with clause (1) of this article. A newly elected director's period of service will be judged to have started from the date of the previous annual general meeting.

(5) An ordinary elected director may stand for election as an officer at any time.

(6) The officers shall be members of a U3A and nominated and elected by the membership of the charity in accordance with such procedures as the board may from time to time adopt.

(7) Voting for officers shall take place by means of a postal or electronic ballot of the whole membership with the number of votes for each U3A as specified in article 17(1).

(8) The elected officers having been elected by the membership shall be announced to the annual general meeting when their term of office will commence. If an elected officer previously held office as an ordinary elected director, he or she will cease to be an ordinary elected director on the commencement of his or her term of office as an elected officer.

(9) Subject to clause (13) of this article, officers are elected for a three year term of office. They can stand for one of the other officer roles at any time but must have a break of at least one year before becoming eligible for a further term in the same role.

(10) Any vacancy arising amongst the officers may be filled by resolution of the board, the appointee serving until the next annual general meeting. If the appointee is already an ordinary elected director, the board must decide if a by-election for their existing position is to be held or the appointee is to carry out both roles until the next annual general meeting.

(11) Co-opted members of the board shall be appointed by resolution of the directors for a term of up to one year and shall in any case terminate at the next annual general meeting.

(12) Not more than three directors may be co-opted by resolution of the board. A co-opted member of the board shall serve until the next annual general meeting. A retiring co-opted member may be co-opted again by the board for up to two further terms subject to the maximum in clause (13) of this article.

(13) The maximum total term of any director on the board in any combination of elected or co-opted posts is eleven years irrespective of any breaks.

20. Disqualification and removal of directors

(1) A director shall cease to hold office if he or she:

- (a) resigns his/her office in writing to the charity; or
- (b) ceases to meet any of the conditions for board members set out in the above articles; or
- (c) fails to declare his/her personal interest in any matter as required by these articles or the Acts; or
- (d) is absent from three successive meetings of the board during a continuous period of twelve months without special leave of absence from the board and it passes a resolution that he/she has, by reason of such absence, vacated office; or
- (e) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (f) is disqualified from acting as a director by virtue of sections 178 and 179 of the Charities Act (or any statutory re-enactment or modification of those provisions);
- (g) has, in the written opinion, given to the charity, of a registered medical practitioner treating that person, become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (h) becomes bankrupt or is committed to care under the mental health legislation;
- (i) is removed from office by resolution of the charity in general meeting in accordance with Section 168 of the 2006 Companies Act; or
- (j) is removed from office by resolution of the board, following a disciplinary procedure which identifies conduct that has or could bring the charity, the movement or any U3A into disrepute.

(2) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

21. Powers of directors

(1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, these articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

(3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

22. Remuneration of directors

The directors must not be paid any remuneration unless it is authorised by article 7.

23. Proceedings of directors

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any two directors may call a meeting of the directors to be held within 28 days of the request.
- (3) If requested to do so by two directors, the secretary (if any) must call a meeting of the directors within 28 days of the requisition.
- (4) Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (5) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- (6) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (7) The quorum shall be the number nearest to one-third of the total number of directors or such larger number as may be decided from time to time by the directors.
- (8) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- (9) The chairman of the charity for the time being shall chair the meeting of the directors. If the chairman is not present, the vice-chairman will chair the meeting. In the absence of the chairman and vice-chairman the directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (10) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- (11) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (12) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.
- (13) The board may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

24. Delegation

- (1) The directors may delegate any of their functions to a committee of two or more directors and one or more co-optees, save that all decisions of such a committee must be approved by the board before they take effect. The terms of any delegation must be recorded in the minute book of the board.

(2) The directors may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

(3) The directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

(5) The board shall agree in writing a scheme of delegation to the Chief Executive and the staff of the Trust.

25. Validity of directors' decisions

(1) Subject to clause (2) of this article, all acts done by a meeting of directors, or of a committee of directors, in good faith shall be valid notwithstanding the participation in any vote of a director who:

- (a) was disqualified from holding office;
- (b) had previously retired or who had been obliged by the articles to vacate office;
- (c) was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that director; and
- (e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(2) Clause (1) of this article does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for clause (1) of this article, the resolution would have been void, or if the director has not complied with article 8.

26. Seal

The charity seal must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

27. Minutes

(1) The directors must keep minutes of all:

- (a) appointments of officers made by the directors;
- (b) proceedings at meetings of the charity;

- (c) meetings of the directors and committees of directors including:
 - (i) the names of the directors present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate, the reasons for the decisions.

28. Accounts

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.

29. Annual Report and Return and the Register of Charities

- (1) The directors must comply with the requirements of the Charities Act with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

30. Means of communication to be used

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of the Acts to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) Any notice to be given to or by any person pursuant to the articles:
 - (a) must be in writing; or
 - (b) must be given in electronic form.
- (4) The charity may give any notice to a member either:
 - (a) in person; 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 in electronic form to the member's address; or

(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

(5) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom or the Channel Islands or the Isle of Man shall not be entitled to receive any notice from the charity.

(6) 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.

(7) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(8) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(9) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

31. Indemnity

The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

In this article a 'relevant director' means any director or former director of the charity.

32. Rules

(1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members, (with the exception of any change in the annual membership fee payable by member U3As which, subject to article 12(1)(d), must be approved in advance by the annual general meeting);

(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 meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

(e) generally, all such matters as are commonly the subject matter of company rules, excluding matters relating to the setting of membership fees, amendments to the guiding principles of the movement or changes to the number and boundaries of the regions, as specified in article 12(1)(d).

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

(5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

33. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

34. Dissolution

(1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

(a) directly for the object; or

(b) by transfer to any charity or charities for purposes similar to the object; or

(c) to any charity or charities for use for particular purposes that fall within the object.

(2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

(a) directly for the object; or

(b) by transfer to any charity or charities for purposes similar to the object; or

(c) to any charity or charities for use for particular purposes that fall within the object.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with clause (1) of this article is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

35. Interpretation

In articles 7, 9(2) and 25(2) 'connected person' means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the director;
- (b) the spouse or civil partner of the director or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the director or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled by:
 - (i) the director or any connected person falling within sub-clause (a) to (c) above;
or
 - (ii) two or more persons falling within sub-clause (d)(i), when taken together;
- (e) a body corporate in which:
 - (i) the director or any connected person falling within sub-clauses (a) to (c) above has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest; or
 - (iii) Sections 350 – 352 of the Charities Act apply for the purposes of interpreting the terms used in this article.

*****END*****