

CONSTITUTION FOR UNIVERSITY OF THE THIRD AGE in SCOTLAND

CONSTITUTION OF THE CHARITY NAMED BELOW

AN UNINCORPORATED MEMBERS ASSOCIATION

THIS IS A CHARITY in SCOTLAND

REGISTERED CHARITY NUMBER: SC030370

This constitution was adopted by the membership at the AGM held on 29th June 2016

I certify that this is a true copy

Signed John Alexander

Office (Secretary or Chair of the meeting) Date 4th July 2016

1. NAME

The name of the Charity is University of the Third Age in Scotland hereinafter U3A in Scotland.

2. PROPERTY AND ASSETS

Subject to the matters set out below U3A in Scotland and its property and other assets shall be administered and managed in accordance with this Constitution, by the Members of the Executive Committee.

3. CHARITABLE PURPOSES

The charitable purposes of U3A in Scotland are:

- i. to advance the education of people not in full-time gainful employment 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) are members of a Scottish U3A. In this Constitution, "people in their Third Age" has the meaning set out above.
- ii. the advancement of education for public benefit by supporting the educational programme of the Third Age Trust — Charity No: 288007 – (hereinafter Third Age Trust) within Scotland and by delivering and developing educational activities and events that enhance the efficiency and effectiveness of U3A in Scotland constituent members.
- iii. U3A in Scotland is registered as a charity in Scotland, the charitable purposes of U3A in Scotland may only be altered with the prior consent of Office of the Scottish Charity Regulator (OSCR).

4. **POWERS**

In furtherance of the charitable purposes but not otherwise, the Executive Committee may exercise the following powers to:

- i. receive affiliation fees, raise funds and to invite and receive contributions for U3A in Scotland provided that, in doing so, any applicable requirements of the law shall be met;
- ii. receive donations, gifts, endowments, sponsorship, grants and legacies from persons desiring to support U3A in Scotland and its charitable purposes and to hold and apply any funds so acquired for the charitable purposes (subject to any restricted funds being applied to the relevant restricted purposes);
- iii. buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (heritable or moveable);
- iv. sell, lease or otherwise dispose of all or any part of the property of U3A in Scotland, subject to any consents required by law;
- v. co-operate with other charities, voluntary bodies and statutory authorities;
- vi. support any charitable organisations with regard to the pursuit of U3A in Scotland's charitable purposes;
- vii. appoint and constitute such advisory committees as the Executive Committee may think fit;
- viii. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- ix. publish, supply and make available books, pamphlets, reports, leaflets, journals, instructional matter, educational materials and aids of all kinds; whether in printed, electronic or any other forms;
- x. associate and collaborate with other U3As and groupings of U3As (such as Regional Associations and Networks) and the Third Age Trust in any way;
- xi. do all such other lawful things as are appropriate to the pursuit of the charitable purposes and the delivery of benefit to the public in accordance with the charitable purposes.

5. **MEMBERSHIP**

- i. All U3As in Scotland are registered with the Third Age Trust are thereby members of U3A in Scotland. Members may be required to pay an annual affiliation fee as determined by the Executive Committee and approved by the Membership at an Annual General Meeting.
- ii. Any member that ceases to be a member of the Third Age Trust will cease immediately to be a member of U3A in Scotland.
- iii. Every U3A shall have one vote.
- iv. Members are bound by and shall observe any membership conditions.

6. **EXECUTIVE COMMITTEE AND OFFICERS**

The management of U3A in Scotland shall be vested in an Executive Committee, which shall be the governing body of U3A in Scotland and also its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of U3A in Scotland, may exercise all the powers of U3A in Scotland and shall deal with the administration, management and control of the affairs and property of U3A in Scotland.

- i. There shall be up to three representatives from member U3As elected to the Executive Committee in addition to the Officers. Any U3A member may be proposed for election, providing that they are proposed by their own U3A, serve as an Officer or as a non-Officer member of the Executive Committee even if they are currently serving as an Officer or non-Officer member of the Executive Committee of any other U3A which is in membership of U3A Scotland.
- ii. The Officers are the Chair, Vice Chair, 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.
- iii. Terms of Office and limits on Periods of Service:
 - (a) All officers and committee members shall be elected annually
 - (b) Officers may not serve in their post for more than three consecutive years. The individual may stand for election to an alternative office at the end of that term.
 - (c) Committee members who are not officers may not serve in their post for more than three consecutive years. They may still stand as an officer at any time.

iv. **Nomination and Election of Candidates**

Prior written nomination of any candidate for election 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 the membership of a U3A in membership of U3A Scotland, to be in the hands of the Secretary of U3A in Scotland at least twenty eight days before the meeting. Should nominations exceed vacancies the elections will be made by ballot at the AGM. Otherwise, they shall be dealt with as determined by the Executive Committee. 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 himself and be proposed to the meeting for election in accordance with the Constitution.

Motions for consideration by the AGM may be submitted by U3As and in the hands of the Secretary of U3A in Scotland at least twenty eight days before the meeting. The Executive Committee may also submit motions on its own behalf.

v. **Casual Vacancies**

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 in Scotland. A person so appointed may stand for election to a first full term at that meeting, provided they remain a member of a U3A in Scotland.

- vi. The Executive Committee may, in addition, appoint no more than two co-opted members (who must be U3A members in Scotland) to the Executive Committee. They shall have full voting rights and hold office until the next Annual General Meeting. A retiring co-opted member could be proposed for election for 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 years in succession.

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 unable by reason of illness or injury,
- 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 (but only if at least five members of the Executive Committee 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,
- vi. ceases to be a member of a Scottish U3A.

9. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- i. The Executive Committee shall hold at least four meetings each year.

Additional meetings may be called at any time by the Secretary on behalf of the Chair or by any two members of the Executive Committee, with no 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.
- ii. The Chair shall chair the meetings and, in his/her absence, the Vice-Chair shall take over. If there is no Vice-Chair present, the Executive Committee shall choose one of their number to be Chair of that meeting before any business is transacted.
- iii. There shall be a quorum when (four) members of the Executive Committee are present at the meeting.
- iv. Every decision shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question; in the case of equality of votes, the Chair of the meeting shall have a casting vote in addition to his/her own vote.

- v. 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.
- vi. The Executive Committee may, from time to time, make and alter procedures 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.
- vii. The Executive Committee may appoint sub-committees, which includes 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 sub-committees 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.
- viii. 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 U3A in Scotland shall end on such date as the Executive Committee shall decide, provided always that the financial year is in accordance with applicable charity law requirements; the annual accounts and Trustees' report must be submitted to OSCR (if required by law) within relevant statutory time limits.
- ii. The funds of U3A in Scotland shall be paid into such accounts as the Executive Committee may open in the name of U3A in Scotland. 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. Only members of the Executive Committee, authorised by the Executive Committee to do so, may arrange and authorise any transaction on any of U3A in Scotland'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 U3A in Scotland including, but not limited to, controls and procedures in relation to accounts and transactions on them; and these shall be observed at all times.
- iv. The funds belonging to U3A in Scotland shall be applied only in furthering the charitable purposes.

- v. No funds shall be transferred in any way to Executive Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out-of-pocket expenses incurred by a member of the Executive Committee in the discharge of his/her duties for U3A in Scotland.

- vi. All proper costs, charges and expenses incidental to the management of U3A in Scotland may be defrayed from the funds of U3A in Scotland.

11. 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 OSCR, with regard to:

- i. the keeping of accounting records for U3A in Scotland;
- ii. the preparation of annual statements of account and a Trustees' report for U3A in Scotland;
- iii. the audit or independent examination of the statements of account of U3A in Scotland (if required by law);
- iv. the making of a charity annual return to OSCR;
- v. the transmission of the statement of accounts and trustees' report of U3A in Scotland to OSCR.

12. PROPERTY

- i. All property of and held on behalf of U3A in Scotland shall be applied in accordance with charity law.
- ii. Title to any property shall be held on behalf of U3A in Scotland in such manner as the Executive Committee thinks and in ways permitted by charity law.

13. ANNUAL GENERAL MEETING

- i. There shall be an Annual General Meeting of U3A in Scotland 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. This formal notice shall give at least twenty one days' notice of the Annual General Meeting to all the members of U3A in Scotland. 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 member U3As of U3A in Scotland 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 U3A in Scotland for the preceding year.
- iv. The Executive Committee shall seek approval from the membership at the Annual General Meeting for the appointment of an independent examiner or auditor for the accounts.

14. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of U3A in Scotland at any time if requested in writing, stating the business to be considered by at least twenty per cent of the members. The Secretary shall call such a meeting giving at least twenty one days' notice and stating the business to be discussed.

15. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

- i. Notices of meetings, documents and other communications from U3A in Scotland to a member will be sent by electronic communication. It is the responsibility of that member to notify U3A in Scotland of any change to their address and to comply with any security and other procedures determined by the Executive Committee for such communications.
- ii. Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.
- iii. The Secretary, or other person specially appointed by the Executive Committee, shall keep a full record of proceedings at every General Meeting of U3A in Scotland.
- iv. There shall be a quorum when at least 20% of U3As in Scotland, are present at any General Meeting.
- v. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened at the request of the members shall be dissolved. In any other case, it shall be adjourned to another day and time as the Executive Committee may direct provided twenty one day's notice is given to all members. If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the member U3As present shall be regarded as a quorum.
- vi. The Chair of U3A in Scotland shall be the Chair of any General Meeting at which they are present. In the absence of the Chair, the Vice Chair shall chair the meeting, or in their absence Executive Committee members present shall have the power to elect a Chair for the meeting.
- vii. If there is a tied vote the Chair of the meeting has a casting vote.

16. ALTERATIONS TO THE CONSTITUTION

- i. Subject to the following provisions of this clause, the Constitution may be altered in any way by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the details of the alterations proposed.
- ii. The prior consent of the Third Age Trust must be requested for any proposed alterations to U3A in Scotland's constitution. U3A in Scotland may proceed with the proposed changes:
 - (a) At any time after specific consent has been received from the Third Age Trust; or
 - (b) When four weeks have passed since the consent request was delivered and the Third Age Trust has not notified U3A in Scotland of any objection to the proposals.
- iii. U3A in Scotland is a registered charity, no amendment may be made to clause 3 (the charitable purposes) without the prior consent in writing of OSCR.
- iv. Any proposals to amend the Constitution subject to clause 17 shall be considered at the Annual General Meeting as shall any other business as set out in the notice convening the meeting.
- v. No amendment may be made which would have the effect of making The U3A in Scotland cease to be a charity at law.

The Executive Committee shall ensure a copy of any amendment made under this clause is promptly sent to OSCR.

17. **DISSOLUTION**

- i. If the Executive Committee decides that it is necessary or advisable to dissolve U3A in Scotland it shall call a Special General Meeting of all members of U3A in Scotland, 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 U3A in Scotland. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:
 - (a) the Member U3As in Scotland who have similar charitable purposes, or
 - (b) the Third Age Trust to be used as a restricted fund for the benefit of U3As in Scotland
- ii A copy of the statement of accounts and relevant reports, for the final accounting period of U3A in Scotland, must be sent to OSCR.

Notes to clarify definitions used in this constitution

- a) **Member** used in clauses 3ii, 5i, 5ii, 5iv, 13ii, 13iv, 14, 15i, 15ii, 15v, 16i a) refer to individual U3A's that are part of U3A Scotland.
- b) **Member** used in clauses 6i, 6ii, 6iii, 6iv, 6v, 6vi, 7, 8i, 8v, 8vii, 9i, 9iv, 9v, 9vii, 9viii, 10ii, 10v, 15vi refer to individual people who are members of U3A's that are part of U3A Scotland.