

CONSTITUTION OF THE SLEAFORD UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD AGE TRUST, AS AN UNINCORPORATED ASSOCIATION FORMALLY ADOPTED ON 30th JULY 2008 (amended: October 2013 & October 2015 & April 2018)

1. NAME

The name of the charity is SLEAFORD University of the Third Age hereafter referred to as 'The U3A'.

2. ADMINISTRATION

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

3. 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 to:

- i) raise funds and to invite and receive contributions for The U3A by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
- ii) receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The U3A 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 (real or personal);
- iv) sell, lease or otherwise dispose of all or any part of the property of The U3A, 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 The U3A'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) Membership of The U3A shall be open to individuals who are interested in participating in and furthering the work of The U3A, provided that they agree to abide by this constitution and any membership conditions properly imposed by the Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual or Special General Meeting. No individual may be admitted to membership if the Executive Committee considers that they do not meet these conditions.
- ii) Each member shall be entitled to receive notice and attend General meetings of The U3A and shall have one vote.
- iii) Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.
- iv) The Executive Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid by 31st October after the date of the Annual General Meeting, 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

- i) The management of The U3A shall be vested in the Executive Committee, which shall be the governing body of The U3A and its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of The U3A, may exercise all the powers of The U3A and shall deal with the administration, management and control of the affairs and property of The U3A.
- ii) Members of the executive Committee are appointed from amongst the membership by the members present and voting at the AGM.

- iii) There must be at least 5 and not more than 10 U3A members appointed to the Executive Committee. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving as an Officer or non-Officer member of the Executive Committee of any other local U3A.
- iv) *Officers*
The Officers are the Chairman, not more than two Vice Chairmen, 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.
- v) *Appointment of Officers*
The Officers shall be appointed annually, from amongst the Executive Committee members, by decision of the Executive Committee at its first meeting, which shall take place as soon as possible and not more than 21 days after, each Annual General Meeting.
- vi) *Terms of office and limits on periods of service*
 - a) Non-Officer members of the Executive Committee have a one year term of office and may serve not more than three terms.
 - b) Officers other than the Treasurer have a one year term of office and may serve not more than three terms in a particular Officer role.
 - c) The Treasurer has a one year term of office and may serve not more than six terms as Treasurer. For the avoidance of doubt, if a Treasurer serves less than this period and ceases to serve as Treasurer, he could be appointed to another Officer role or could serve as a non-Officer.
 - d) Subject to the provisions regarding the Treasurer above, no individual may serve more than a maximum of six years in any combination of Officer roles or any combination of non-Officer member and Officer roles.
- vii) *Casual vacancies – Officers and Executive Committee*
The Executive Committee may fill any vacancy arising amongst the Officers or the non-Officer Executive Committee members, until the following Annual General Meeting. Any such appointee must be a member of The U3A. A person so appointed, who shall have full voting rights, may stand for appointment to a first full term at that meeting.
- viii) *Co-options to Executive Committee*
The Executive Committee may in addition appoint not more than two co-opted U3A members to the Executive Committee, who shall have full voting rights and hold office until the next Annual General Meeting. At that meeting a retiring co-opted member could be proposed for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution. Provided always that an individual cannot be co-opted more than three times in succession.

ix) *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.

x) *Cessation of Office – Executive Committee Members*

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

- a) is disqualified from acting as a member of the Executive Committee by virtue of charity law;
- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- c) is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his office be vacated;
- d) 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;
- e) notifies in writing to the Executive Committee a wish to resign (but only if at least five 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);
- f) ceases to be a member of The U3A;
- g) becomes an Officer or non-Officer member of the Executive Committee of any other U3A.

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- i) Prior written nomination of any candidate for appointment as a member of the Executive Committee at an Annual General Meeting shall normally be required, made by a proposer and seconder from amongst the membership of The U3A (not being themselves Officers or non-Officer members of the Executive Committee), to be in the hands of the Secretary of The U3A at least 28 days before the meeting.
- ii) The election of members of the Executive Committee shall be held at the Annual General Meeting of The U3A. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot.
- iii) The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting, provided that the existing Honorary Officers shall remain in post until either reappointed or replaced at the first meeting of the new Executive Committee.
- iv) However if there are insufficient candidates standing for the vacancies the Chairman of the meeting may, as a last resort, appeal for any willing member present to agree to stand. A vote must be taken and carried by a simple majority for such an appeal for volunteers at the

meeting to be permitted. Any willing candidate may then offer him/herself and be proposed to the meeting for appointment in accordance with the Constitution.

- v) 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 Annual General Meeting.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- i) The Executive Committee shall hold at least 8 meetings each year.
- ii) A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than seven days' notice being given to other members of the Executive Committee of the matter to be discussed unless it concerns the appointment of a co-opted member in which case not less than twenty one days notice must be given.
- iii) The Chairman shall chair the meetings and in his 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.
- iv) There shall be a quorum when at least one third of the number 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.
- v) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- vi) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee and these minutes shall be available for inspection should a member request it.
- vii) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this Constitution.
- viii) 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.
- ix) No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him/her or by any other Executive Committee member or by reason of any mistake or omission made in good faith by any Executive Committee member or by reason of any other matter other than willful 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 person.

9. FINANCE

- i) The financial year of The U3A shall end on such date as the Executive Committee shall decide, provide always that the financial year must be in accordance with applicable charity law requirements and the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.
- ii) The funds of The U3A shall be paid into such accounts as the Executive Committee may open in the name of The U3A. All transactions on such accounts shall be carried out in accordance with the terms of that account as agreed with the account provider and approved and accepted by the Executive Committee from time to time. Only members of the Executive Committee, authorised by the Executive Committee to do so, may arrange and authorise any transaction on any of The U3A's accounts and dual authorisation shall normally be required for all transactions.
- iii) The Executive Committee shall determine the financial controls and procedures to be followed by The U3A, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.
- iv) The funds belonging to The U3A shall be applied only in furthering The U3A.
- v) No funds shall be transferred in any way to Committee members, provided that nothing shall prevent the payment in good faith of reasonable and proper out-of-pocket expenses incurred in the course of U3A work.
- vi) 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. 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:

- i) the keeping of accounting records for The U3A
- ii) the preparation of annual statements of account and a trustees' report for The U3A
- iii) the independent examination of the statements of account of The U3A
- iv) the transmission of the statements of account of The U3A to the Charity Commission

11. PROPERTY

- i) All property of The U3A shall be applied solely towards the Objects of The U3A.
- ii) 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 member's home in pursuance of their designated role until such time as the member's tenure of office ceases or the Executive Committee request its return.

12. ANNUAL RETURN

- i) 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 Charity Commission.

13. ANNUAL GENERAL MEETING

- i) There shall be an Annual General Meeting of The U3A which shall be held on such date as the Executive Committee may determine in each calendar year.
- ii) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall publish notice of the Annual General Meeting making it available at least 21 days before the date set for the meeting. All members of The U3A shall be entitled to attend and vote at the meeting.
- iii) Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- iv) The Executive Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.
- v) The Executive Committee shall seek approval for the appointment of the examiner for the accounts.
- vi) Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary of the Executive Committee at least 28 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- vii) Any proposals to amend the Constitution, subject to clause 16, shall be considered at the Annual General Meeting and any other business published in the agenda.

14. SPECIAL GENERAL MEETING

- i) The Executive Committee may call a Special General Meeting of the charity at any time or if at least 20% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 20% of the members are present.

15. PROCEDURE AT GENERAL MEETINGS

- i) The Secretary or other such person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- ii) There shall be a quorum when at least 20% of the number of members of The U3A are present at any General Meeting.
- iii) 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 until a suitable day and time as the Executive Committee may direct, provided that 21 days 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 members present shall constitute a quorum.
- iv) The Chairman of The U3A shall be the Chairman of the General Meeting at which he/she is present.
- v) If there is a tied vote the Chairman shall have a single casting vote.

16. ALTERATIONS TO THE CONSTITUTION

- i) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- ii) No amendment may be made to clause 1 (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.
- iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- iv) The Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

17. DISSOLUTION

- i) 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 the power to realize 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.

- 18.** This Constitution was amended and adopted on 3rd April 2018.