



CONSTITUTION OF THE STANWAY UNIVERSITY OF THE THIRD AGE

CONSTITUTION OF THE STANWAY UNIVERSITY OF THE THIRD AGE, AN UNINCORPORATED MEMBERS' ASSOCIATION AND A MEMBER OF THE THIRD AGE TRUST

REGISTERED CHARITY NUMBER: 1171008 Registered as a Charity in England & Wales

This constitution was formerly adopted by the membership at the Special General Meeting held on: 8th January 2016 and amended at Special General Meetings held on 9th June 2017 and 9th July 2021.

I certify that this is a true copy

Signed:..... Heather Wragg

Office: CHAIR

Date of Certification:

1. NAME

The name of this charity is Stanway University of the Third Age, hereinafter referred to as "The U3A".

2. PROPERTY AND ASSETS

Subject to the matters set out below, The U3A and its property and assets shall be administered and managed in accordance with this constitution, by the Executive Committee, hereinafter referred to as "the Committee".

3. CHARITABLE PURPOSES

The Charitable Purposes of The U3A are:

- (i) to advance education and in particular the education of people not in full time gainful employment who are in their Third Age (being the period after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) residing in Stanway and its surrounding locality.
- (ii) the provision of facilities for leisure time and recreational activities for the above persons in the interests of their social welfare.

4. POWERS

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

- (i) raise funds and to invite and receive contributions for The U3A by any lawful means, providing 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 funds so acquired for the charitable purposes of The U3A, subject to any restricted funds being applied to the relevant restricted purposes;
- (iii) buy, take on lease or exchange or otherwise acquire, hold and make use of any property (real or personal) for the achievement of the charitable purposes and to maintain and equip it for such use;
- (iv) sell, lease or dispose of all or any part of the property of The U3A, subject to any consents required by law;
- (v) co-operate with any other charities, voluntary bodies and statutory bodies;
- (vi) support any charitable organisations with regard to the pursuit of The U3A's charitable purposes;
- (vii) appoint and constitute such advisory sub-committees as the Committee may think fit;
- (viii) organise, promote and participate in conferences, lectures, seminars, courses, visits and other educational events, using video conferencing systems when required;
- (ix) publish, supply and make available books, pamphlets, reports, leaflets, journals, instructional matter, educational materials and aids of all kinds, whether printed, electronic or in any other forms relevant to the charitable purposes;
- (x) associate and collaborate with other U3As and groupings of U3As such as regional associations, local U3A clusters and networks and The Third Age Trust in any way;
- (xi) do all such other lawful things as are appropriate for the achievement of the charitable purposes.

5. MEMBERSHIP

- (i) Membership of The U3A shall be open to individuals who are in their Third Age and are interested in participating in and furthering the work of The U3A, provided that they agree to abide by this constitution and any membership conditions properly imposed by the Committee and to pay the annual subscription as determined by the Committee. No individual shall be admitted to membership if the Committee considers that they do not meet these conditions.
- (ii) Every individual member shall have one vote.

- (iii) Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.
- (iv) The Committee may terminate the membership of any individual;
 - (a) if annual membership or other fees are unpaid one month after the due date, or
 - (b) if, in the opinion of the Committee, the member acts in a way which is prejudicial to The U3A or the running of The U3A or which brings it into disrepute.

Provided that the individual shall have the right to be heard by the Committee accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made.

- (v) The subscription year shall run from 1st May to 30th April of the following year or from such other dates as the Committee shall determine.
- (vi) All persons admitted to new membership on payment of the annual subscription on or after four months prior to the subscription year shall be deemed to have subscribed until the end of the following subscription year.

6. HONORARY PRESIDENT

The members of The U3A may, but do not have to, elect an Honorary President at the Annual General Meeting or at a Special General Meeting. If they do so, the person appointed will serve until the next Annual General Meeting. A retiring Honorary President may be re-appointed for a further term. There is no limit on the number of terms that may be served. The Honorary President shall not be a member of the Committee but may be invited to attend any Committee meeting at the decision of the Committee and if not a member, shall be entitled to attend the Annual General Meeting as a guest.

7. THE COMMITTEE

- (i) The management of The U3A shall be vested in the Committee, which shall be the governing body of The U3A and its board of trustees for the purposes of charity law. The 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) *Honorary Officers*

- (a) At the Annual General Meeting or a Special General Meeting of The U3A the members shall elect from amongst themselves a Chairman, Vice Chairman, Secretary and Treasurer who shall hold office from the conclusion of that meeting until the next AGM. An individual may only serve in one officer role at a time.
- (b) No person may be appointed as an Officer or Committee Member or Co-opted Member of the Committee if they are currently serving as an Officer, Committee Member or Co-opted Committee Member of any other U3A.

(iii) *The Committee*

The Committee shall consist of not less than four and not more than twelve members of The U3A being:

- (a) The Honorary Officers specified in the preceding sub-clause.
- (b) Not less than one and not more than eight members elected at the Annual General Meeting or a Special General Meeting who shall hold office from the conclusion of that meeting until the next AGM.
- (c) At every subsequent Annual General Meeting when a term of office expires the Honorary Officers and Committee members due to do so shall retire.
- (iv) The Committee may in addition appoint not more than three Co-opted Members who shall have full voting rights and have tenure until the next Annual General Meeting. At that General Meeting a retiring Co-opted Member may be proposed for appointment to a full term on the Committee in accordance with the provisions of this Constitution. An individual cannot be co-opted more than three times in succession.
- (v) Persons who need not be members of The U3A may be invited by the Committee to attend any of its meetings in an advisory capacity because of their special expertise. They shall have no voting rights.
- (vi) Vacancies on the Committee which arise through resignation or termination during a year may be filled by the Committee from the membership and such 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 or Special Meeting.
- (vii) The proceedings of the Committee shall not be invalidated by any vacancy among its members or by failure to appoint or any defect in appointment, election, or co-option of a member.
- (viii) A member of the Committee shall cease to hold office if he or she:
 - (a) is disqualified from acting as a member of the Committee by law;
 - (b) becomes incapable by reason of mental disorder, illness, or injury from managing and administering his or her affairs;
 - (c) is absent without permission of the Committee for three consecutive meetings and the Committee resolve that his or her office be vacated;
 - (d) is removed by resolution of the Committee for significant misconduct under the Trustees Code of Conduct or 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 Committee, such resolution only to be passed after completion of the disciplinary procedure set out in the above Code;
 - (e) notifies in writing to the Committee a wish to resign (but only if at least four members of the Committee will remain in office when the resignation is to take effect which shall be at least twenty- one days from the receipt of the notification).

(f) ceases to be a member of The U3A;

(g) becomes an Officer or Non-Officer Member or Co-opted Member of the Committee of any other U3A.

8. ELECTION OF MEMBERS OF THE COMMITTEE

(i) The election of members of the Committee shall be held at the Annual General Meeting or a Special General Meeting of The U3A.

(ii) At every subsequent Annual General Meeting when a term of office expires the Honorary Officers and Committee members due to do so shall retire

(iii) All Honorary Officers and Committee members shall serve for a fixed period of two years at the end of which they shall retire. Retiring Officers and Committee members may stand for immediate re-election providing they remain members.

(iv) An individual may not serve more than five consecutive two-year terms in any combination of roles after which a break of one full year must take place before being eligible for re-election.

(v) If insufficient nominations are received to fill vacancies for Officers and/or Committee members, the Chairman of the meeting may appeal to the assembled members at the General Meeting for permission to ask whether anyone present is 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.

(vi) In the event of no nominations being received for one or more of the Honorary Officer posts or no member of the newly elected Committee being willing to take on one of those Officer posts a majority decision can be taken by the Committee to ask the retiring officer to stay until the next Annual General Meeting.

(vii) Nominations for election to the posts of Officers and Non-Officer Committee members must be made in writing by a Proposer and Seconder from the membership of The U3A and to be in the hands of the Secretary at least twenty one days prior to the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot of those present at the Annual General Meeting or Special Meeting. The vote must be taken and carried by simple majority of those present.

9. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

(i) The Committee shall hold at least four meetings each year.

(ii) Additional meetings may be called at any time by the Secretary on behalf of the Chairman or by any two members of the Committee upon not less than seven days' notice being given to the other members of the 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 shall be given.

(iii) The Chairman shall chair the meetings and in his or her absence a Vice Chairman shall do so, or in the absence of a Vice Chairman, the Committee shall appoint a Presiding Chairman from amongst their number before any business is transacted.

- (iv) There shall be a quorum when at least 33% of the number of members of the Committee or three members of the 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 Committee present and voting on the matter but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- (vi) The Committee shall keep minutes of the proceedings of its meetings and those of any Sub-Committees and these minutes shall be available for inspection should any member of The U3A request it.
- (vii) The Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and custody of documents. No rule may be made which is inconsistent with this constitution.
- (viii) The Committee may appoint Sub-Committees which must include at least one member of the Committee, for performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a Sub-Committee, provided that all acts and proceedings of any such Sub-Committee shall be fully and promptly reported to the Committee. The Committee shall approve the terms of reference of Sub-Committees and may alter them from time to time and may abolish such Sub-Committees at its discretion. Sub-Committees may make proposals to the Committee but may not make decisions and shall not have any expenditure authority.
- (ix) No Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him or her or by any other Committee member or by reason of any mistake or omission made in good faith by any Committee member or by reason of any other matter other than wilful and individual fraud or wrongdoing or actions knowingly beyond the scope of the specific authority or limit thereon on the part of the Committee member in question.

10. FINANCE

- (i) The financial year of The U3A shall end on such date as the Committee shall decide, provided always that the financial year must be in accordance with applicable charity law requirements and the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within the statutory time limits.
- (ii) The funds of The U3A shall be paid into such accounts in the name of The U3A as the Committee may open in the name of The U3A. All transactions on such accounts shall be carried out in accordance with the terms of such accounts as agreed by the account providers and approved and accepted by the Committee from time to time. Only members of the Committee, authorised by the Committee to do so, may arrange and authorise any transaction on any of The U3A accounts and dual authorisation shall normally be required for all transactions.
- (iii) The 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 charitable purposes.
- (v) 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 by a member of the Committee in the discharge of his or her duties for The U3A.
- (vi) All proper costs, charges and expenses incidental to the management of The U3A and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of The U3A.

11. PROPERTY

- (i) All property of The U3A shall be applied solely in accordance with the charitable purposes of The U3A and charity law.
- (ii) Title to all property shall be held on behalf of The U3A in such manner as the Committee thinks fit from time to time and in ways permitted by this constitution and charity law.
- (iii) Property of The U3A may, with the approval of the Committee, be kept on a temporary basis in the home of a nominated member in pursuance of his or her designated role until such time as the member's role ceases or the Committee otherwise determine. A register shall be kept of all such property and where it is normally kept.

12. ACCOUNTING AND REPORTING

The Committee shall comply with its obligations under the law and observe applicable time limits in the case of obligations to file items with the Charity Commission with regard to:

- (a) the keeping of accounting records for The U3A;
- (b) the preparation of annual statements of accounts and a trustees' report for The U3A;
- (c) the audit or independent examination of the statements of accounts of The U3A (if required by law) ;
- (d) the making of a charity annual return to the Charity Commission;
- (e) the transmission of the statement of accounts and trustees report of The U3A to the Charity Commission

13. ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

- (i) There shall be an Annual General Meeting of The U3A which shall be held in the month of September in each year or as soon as practicable thereafter on a date fixed by the Committee but not later than fifteen months after the preceding Annual General Meeting.
- (ii) Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least twenty-one days' formal notice of the Annual General Meeting or a Special General Meeting to all members of The U3A. The notice shall specify that the meeting is the Annual General Meeting or a Special General Meeting and shall set out the business of the meeting including proposals for the election of Officers and Non-Officer Members of the Committee. No other business can be considered thereat. All fully paid-up members of The U3A shall be entitled to attend and vote at the meeting.

- (iii) The Committee shall present to each Annual General Meeting the trustees' report and accounts of The U3A for the preceding year.
- (iv) The Committee shall seek approval for the appointment of an independent auditor or examiner for the accounts at the Annual General Meeting.
- (v) Any proposals to amend the Constitution, subject to clause 15 of this constitution, shall be considered at the Annual General Meeting or a Special General Meeting as set out in the notice.

14. SPECIAL GENERAL MEETING

The Committee may call a Special General Meeting of The U3A at any time and 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 twenty-one days' notice shall be given. The notice shall state the business to be discussed.

15. NOTICES AND PROCEDURE AT GENERAL MEETINGS

- (i) Notices of meetings, documents and other communications from The U3A to a member may be sent by electronic communication provided The U3A wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The U3A. It is the responsibility of that member to notify The U3A of any change to their address and to comply with any security and other procedures determined by the Committee for such communications. A member may opt to return to hard copy communications at any time.
- (ii) Accidental omission to give notice to any member of any General Meeting shall not invalidate the proceedings.
- (iii) The Secretary or other person appointed by the Committee shall keep a full record of the proceedings at every General Meeting of The U3A.
- (iv) There shall be a quorum when there is at least 20% of the number of members of The U3A or one hundred members present at a General Meeting whichever is the lesser.
- (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 members shall be dissolved. In any other case it shall be adjourned to another day and time as the Committee may direct provided twenty-one days' notice is given to all members. If at the adjourned meeting a quorum is not present within a quarter of an hour of the time appointed, the members present shall be a quorum.
- (vi) The Chairman of The U3A shall be Chairman of any General Meeting at which he or she is present. In the absence of the entitled Chairman, the Committee members present shall have the power to elect a Chairman for the meeting.
- (vii) If there is a tied vote the Chairman of the meeting shall have a second or casting vote.

16. VIRTUAL ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

(i) A general meeting (whether an annual general meeting or a special general meeting) may be held using suitable electronic means agreed by the Committee.

(ii) Where the Committee determine that a general meeting is to be held using electronic means pursuant to this clause, such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting.

(iii) Voting: where the Committee has determined that a general meeting is to be held using electronic means, members will vote in advance using suitable digital solutions or by post according to their chosen membership category. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out and specify a closing date for receipt of votes.

(iv) All members who cast valid votes, authenticated in such manner as the Committee may determine, will be deemed to have participated in the general meeting and will count towards the quorum for the relevant meeting.

17. ALTERATIONS TO THE CONSTITUTION

(i) Subject to the following provisions of this clause, the constitution may be altered in any way by resolution passed by not less than 66% of the members present and voting at a General Meeting or Special General Meeting. The notice of the General Meeting or Special General Meeting must include notice of the resolution, setting out details of the alterations proposed.

(ii) The prior consent of the Third Age Trust must be requested for any proposed alterations to The U3A's constitution. The U3A 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 The U3A of any objection to the proposals.

(iii) No amendment may be made to clause 3 (the Charitable Purposes clause), or clause 18 (the dissolution clause) or this clause without the prior consent in writing of the Charity Commission.

(iv) No amendment shall be made which would have the effect of making The U3A cease to be a charity at law.

(v) The Committee shall ensure that a copy of any amendment made under this clause is promptly sent to the Charity Commission.

18. DISSOLUTION

(i) If the Committee decides that it is necessary or advisable to dissolve The U3A it shall call a Special General Meeting of all members of The U3A of which not less than twenty-one days' notice shall be given stating the terms of the resolution to be proposed. If the proposal is confirmed by a 66% majority of those present and voting, the Committee shall have power to realise any assets held by or on behalf of The U3A. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:

(a) Any one or more local U3As, which have objects similar to those of The U3A; or

(b) The Third Age Trust (registered charity in England and Wales number 288007).

(ii) A copy of the statement of accounts and relevant reports, for the final accounting period of The U3A, must be sent to the Charity Commission.