

**CONSTITUTION OF THE SYSTON & DISTRICT UNIVERSITY OF THE THIRD AGE
AN UNINCORPORATED MEMBERS' ASSOCIATION AND MEMBER OF THE
THIRD AGE TRUST**

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This Constitution was adopted at an Extraordinary General Meeting on March 11th 2020 following changes previously agreed with the Third Age Trust, and replaces that which was adopted at the Annual General Meeting in June 2106

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CONSTITUTION OF THE SYSTON & DISTRICT U3A

1. NAME

The name of the Charity is Syston and District U3A hereinafter referred to as “the U3A”

2. OBJECT

The charity’s object (‘the object’, or purpose) is the advancement of education, and in particular the education of older people and those retired from full time work, by all means including associated activities conducive to learning and personal development in the town of Syston and its surrounding locality.

3. PROPERTY AND ASSETS

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.

4. POWERS

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

- 4.1 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;
- 4.2 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 and restricted funds being applied to the relevant and specified restricted purpose(s);
- 4.3 buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal);
- 4.4 sell, lease or otherwise dispose of all or any part of the property of the U3A, subject to any consents required by law;
- 4.5 co-operate with other charities, voluntary bodies and statutory authorities;
- 4.6 support any charitable organisation with regard to the pursuit of the U3A’s charitable purposes;
- 4.7 appoint and constitute such advisory committees as the Executive Committee may think fit;
- 4.8 organise, promote and participate in conferences, lectures, seminars, courses and other educational events;
- 4.9 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;
- 4.10 associate and collaborate with other U3As and groupings of U3A’s (such as regional associations and networks) and the Third Age Trust in any way;
- 4.11 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

- 5.1 Membership of the U3A shall be open to individuals who are in their Third Age and 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 in 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.
- 5.2 Every individual member shall have one vote.
- 5.3 Members are bound by and shall observe any membership conditions and any disciplinary code of the U3A.
- 5.4 The Executive Committee may terminate the membership of any individual:
 - 5.4.1 If the annual membership subscription or other fees payable are unpaid for two months after the due date, or
 - 5.4.2 by way of expulsion, at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of the U3A provided that in the case of proposed expulsion at the end of a disciplinary procedure, the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made.

6. HONORARY PRESIDENT

The members of the U3A may (but do not have to) elect an Honorary President at an Annual General Meeting. If they do so, the person so appointed will serve until the next Annual General Meeting. A retiring Honorary President may be reappointed for a further term. There is no limit on the number of terms that may be served. The Honorary President shall not be deemed a charity Trustee and shall not be a member of the Executive Committee but may be invited to attend any Executive Committee Meeting at the discretion of the Executive Committee and shall be entitled to attend any General Meeting as a non-voting guest.

7. EXECUTIVE COMMITTEE AND OFFICERS

- 7.1 The management of the U3A shall be vested in an 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.
- 7.2 There must be at least eight (8) and not more than eighteen (18) members of the U3A appointed to the Executive Committee. No person may be proposed for appointment or to serve as an Officer or as a non-Officer member of the Executive Committee if they currently serving as an Officer or non-Officer member of the Executive Committee of any other local U3A.

7.3 OFFICERS

The Officers are the Chair, the 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.

7.4 APPOINTMENT OF OFFICERS & PERIODS OF SERVICE

7.4.1 Once appointed, the officers, with the exception of the Treasurer, may serve for up to three (3) years without re-election, be eligible for re-election for any other officer or non officer role for a further three years making a total of six (6), and a further maximum of one (1) year, if no replacement comes forward and it is agreed by members at the Annual General Meeting. Officers would then not be eligible for re-election for a period of at least one (1) year.

7.4.2 The Treasurer may serve six (6) years without re-election and a further one (1) year if no replacement comes forward and it is agreed by members at the Annual General Meeting. The Treasurer would then not be eligible for re-election for a period of at least one year (1).

7.5 APPOINTMENT OF NON- OFFICER MEMBERS & PERIODS OF SERVICE

7.5.1 Once appointed, a non-officer member may serve for up to three (3) years without re-election, be eligible for election to any other officer or non officer role for a further three years, making a total of six (6) and a further one (1) year if no replacement comes forward and it is agreed by members at the Annual General Meeting. Non Officers would then not be eligible for re-election for a period of at least one (1) year.

7.5.2 An individual may not serve more than seven consecutive years in various different Officer/non officer committee member roles.

7.5.3 A previous committee member may be nominated to become a committee member after a one year break of service, but their period of service must not exceed ten years maximum.

7.6 NOMINATION AND ELECTION OF CANDIDATES

Prior written nomination of any candidate for appointment as an Officer or non-Officer 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 to be in the hands of the Secretary of the U3A at least 28 days before the meeting.

Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. Otherwise, nomination of candidates and the conduct of voting for appointments shall be dealt with in accordance with Standing Orders of the U3A or, if there are no Standing Orders, as determined by the Executive Committee.

However, if there are insufficient candidates standing for the vacancies the Chair 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 or herself and be proposed to the meeting for appointment in accordance with the Constitution.

7.7 CASUAL VACANCIES

The Executive Committee may fill any vacancy arising amongst the Officers or the non-Officer members, until the following Annual General Meeting. Any such appointee must be a U3A member. A person so appointed who shall have full voting rights and wishes to remain on the committee will be required to stand for election to a first full term at that Annual general meeting, provided that they remain a member of the U3A.

7.8 CO-OPTIONS TO THE EXECUTIVE COMMITTEE

The Executive Committee may in addition appoint not more than two co-opted members to the Executive Committee (who must be members of the U3A), who shall have full voting rights and hold office until the next Annual General Meeting. An individual may not be appointed as a co-opted member for more than three (3) consecutive years.

8. DEFECTS IN APPOINTMENT

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.

9. CESSATION OF OFFICE

- 9.1 A member of the Executive Committee shall cease to hold office if he or she is disqualified from acting as a member of the Executive Committee by virtue of charity law;
- 9.2 become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- 9.3 is absent without permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that their office is to be vacated;
- 9.4 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;
- 9.5 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;
- 9.6 cease to be a member of The U3A.
- 9.7 becomes an Officer or non-Officer member of the Executive Committee of any other U3A.

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 10.1 The Executive Committee shall hold at least 4 meetings each year
- 10.2 Additional meetings may be called at any time by the Secretary on behalf of the Chairman or by any two members of the Executive Committee, upon at least 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.

- 10.3 The Chair shall chair the meetings and in their absence a Vice-Chair shall take over or, if there is no Vice-Chair present, the Executive Committee shall choose one of their number to be Chair of the meeting before any business is transacted.
- 10.4 There shall be a quorum when at least one third of the number of members of the Executive Committee or five (5) members of the Executive Committee, (of which one must be an officer), whichever is the greater, are present at the meeting.
- 10.5 Every decision 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 an equality of votes, the Chair of the meeting shall have a casting vote in addition to their own vote.
- 10.6 The Executive Committee shall ensure that minutes are taken of all of its meetings and those of any sub-committees and that they are available for inspection should any member of the U3A request it.
- 10.7 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents (including but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.
- 10.8 The Executive Committee may appoint sub-committees including at least one member of the Executive Committee for the purposes of performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a subcommittee, provided that all acts and proceedings of any sub-committee 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.
- 10.9 No Executive 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 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.

11. FINANCE

- 11.1 The financial year of the U3A shall end on such date as the Executive 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 relevant statutory time limits.
- 11.2 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.

- 11.3 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.
- 11.4 The funds belonging to the U3A shall be applied only in furthering the charitable purposes.
- 11.5 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 their duties for the U3A.
- 11.6 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.

12. PROPERTY

- 12.1 All property of and held on behalf of the U3A shall be applied in accordance with charity law.
- 12.2 Title to any property shall be held on behalf of the U3A in such manner as the Executive Committee thinks fit from time to time and in ways permitted by charity law.

13. 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 the Charity Commission with regard to:

- 13.1 the keeping of accounting records for the U3A;
- 13.2 the preparation of annual statements of account and a Trustees' report to the U3A;
- 13.3 the audit or independent examination of the statements of the accounts of the U3A (as required by law);
- 13.4 the making of a charity annual return to the Charity Commission;
- 13.5 the transmission of the Statement of Accounts and Trustees' Report of the U3A to the Charity Commission.

14. ANNUAL GENERAL MEETING

- 14.1 There shall be an Annual General Meeting of the U3A held on such date as the Executive Committee may determine in each calendar year.
- 14.2 Every Annual General Meeting shall be called by the Executive Committee. This formal notice shall give at least twenty one (21) days' notice of the Annual General Meeting to all the members of the U3A. 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 the proposals for the election of Officers and non-

Officer members of the Executive Committee to be made at the meeting. All members of the U3A shall be entitled to attend and vote at the meeting.

- 14.3 The Executive Committee shall present to each Annual General Meeting the Trustees' Report and annual accounts of the U3A for the preceding year.
- 14.4 If permitted or required by law the Executive Committee shall seek approval for the appointment of any independent examiner or auditor for the accounts from the membership at the Annual General Meeting.
- 14.5 Any proposals to amend this Constitution subject to Clause 17 shall be considered at the Annual General Meeting as shall any other business set out in the notice.

15. SPECIAL GENERAL MEETING

The Executive 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 (21) days' notice shall be given to all members. The notice must state the business to be discussed.

16. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

- 16.1 Should the U3A so decide, notices of meetings, documents and other communications from the U3A to a member may be sent by electronic communication provided the relevant member wishes to receive them in this way and provides the U3A with an appropriate electronic address. It is the responsibility of all members to notify the U3A of any change of address (postal and/or electronic) and to comply with any security or other procedures determined by the Executive Committee for membership communications. A member may opt to receive or return to receiving hard copy communications at any time, provided that they accept to pay the associated costs
- 16.2 Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate proceedings.
- 16.3 The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the U3A.
- 16.4 There shall be a quorum when at least 20% of the total membership of the U3A is present at any General Meeting.
- 16.5 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 that twenty one (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.
- 16.6 The Chair of the U3A shall be the chair of any General Meeting at which he/she is present. In the absence of the entitled Chair, the Executive Committee members present shall have power to elect a chair for that meeting. If there is a tied vote the Chair of the meeting will have a single casting vote.

17. ALTERATIONS TO THE CONSTITUTION

- 17.1 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 proposed alterations.
- 17.2 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:
- 17.2.1 At any time after specific consent has been received from The Third Age Trust, or
- 17.2.2 When four (4) weeks have passed since the consent request was delivered and the Third Age Trust has not notified the U3A of any objection to the proposal(s).
- 17.3 If the U3A is a registered charity, no amendment may be made to clause 3 above (CHARITABLE PURPOSES) without the prior consent in writing of the Charity Commission.
- 17.4 No amendment may be made which would have the effect of making the U3A 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 the Charity Commission if the U3A is registered.

18. DISSOLUTION

- 18.1 If the Executive 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 (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 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:
- 18.1.1 Any one or more local U3A's which are charities and have charitable purposes similar to those of the U3A as determined by members of the U3A, or
- 18.1.2 to the Third Age Trust;
- 18.2 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 if the U3A is registered.

THIS CONSTITUTION UPDATES AND REPLACES VERSION 1 AGREED AT THE 1st AGM IN JUNE 2016

This constitution was voted on and adopted at an Extraordinary General Meeting of members of the U3A on March 11th 2020, as confirmed by the persons named below, each of whom is a member of the Executive Committee:

MICHAEL WHERTON	Position: Chair
CLIVE ILIFFE	Position: Vice-Chair
BRIAN KING	Position: Secretary
CHRISTINE RINGROSE	Position: Treasurer
JACKIE HENSON	Position: Assistant Treasurer
NORMA GRIMES	Position: Membership Secretary
MARGARET KING	Position: Assistant Membership Secretary

SHEILA DRIVER	Position: Group Co-ordinator
JANET DOWNES	Position: Assistant Group Co-ordinator
JOHN WINTER	Position: Webmaster
SUSAN ALEXANDER	Position: Accessibility & Diversity Lead
GILLIAN CLARKE	Position: Catering Team Lead
DOROTHY CLARKE	Position: Meet & Greet Lead
PAT WHERTON	Position: Speaker Finder
CYNTHIA BAKER	Position: Assistant Speaker Finder
JULIE JOHNSON	Position: Editor / Public Relations

Signed:..... Chair

Date: 2020