

**CONSTITUTION OF THE TAUNTON UNIVERSITY OF THE THIRD AGE
MEMBER OF THE THIRD AGE TRUST, AS AN UNINCORPORATED ASSOCIATION
CHARITY NO: 1051405**

1. NAME

The name of the charity is The University of the Third Age Taunton hereinafter referred to as "The u3a".

2. 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 Committee.

3. CHARITABLE PURPOSES

The charitable purposes of The u3a are as follows and may only be altered with the prior consent of the Charity Commission:

- i. the charity's object (the object) 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 Taunton and its surrounding locality.

4 POWERS

In furtherance of the charitable purposes but not otherwise, the 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 application 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 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

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 and approved by the membership at an Annual General Meeting. No individual may be admitted to membership if the Committee considers that they do not meet these conditions.

Every individual member shall have one vote.

The Committee may terminate the membership of any individual:

if annual membership or other fees are unpaid after a time lapse of one month from due date

or

- (b) 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 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. COMMITTEE AND OFFICERS

The management of The u3a shall be vested in a 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 and 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.

There must be at least 5 and not more than 12 u3a members appointed to the Committee excluding those who have been co-opted. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Committee if they are currently serving as an Officer or non-Officer member of the Committee of any other u3a.

Appointment of Committee

At every Annual General Meeting of The u3a the serving Committee shall retire, and members shall elect from amongst the membership individuals to serve as the new Committee. The term of office is one year from the date of that meeting until the next Annual General Meeting. A retiring Committee member may be re-appointed provided he/she remains a member of The u3a and subject to the limits on periods of service set out below;

Officers

The Officers are the Chair, not more than two Vice Chairs, Treasurer and Secretary. An individual may only serve in one Officer Role at a time.

Chair – terms of office and limit on period of service.

The term of office of the Chair is one year, from appointment until the next Annual General Meeting. An individual may serve not more than three consecutive terms as Chair.

Limit on periods of service of the other Officers

The following limits apply to periods of service as Officers:

An individual may not serve more than six years in various different Officer Roles (subject to the provisions regarding the terms of office of the Treasurer). For the avoidance of doubt, an individual who has served as a non-Officer member of the Committee is permitted to then serve in various different Officer roles up to that six-year period.

An individual may not serve more than six consecutive years as Treasurer and may not then be appointed to any other Officer role. For the avoidance of doubt, if a Treasurer serves less than this period, standing for appointment as Chair or for another Officer Role is permitted up to the six-year period.

An individual may serve not more than three consecutive years in any other Officer role.

Limit on periods of service of non-Officers

A non-Officer may not serve on the committee for more than six years without an intervening period of at least one year

Nomination and election of candidates

Nomination forms for any candidate for appointment to the Committee at an Annual General Meeting by a proposer and seconder from amongst the membership of The u3a excluding current Committee members, must 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. 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 for the motion 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 come forward and be proposed for appointment in accordance with the Constitution.

Casual Vacancies

The Committee may fill any vacancy arising amongst the Officers or the non-Officer Committee members, until the following Annual General Meeting. Any such appointee must be a u3a member. A person so appointed may stand for appointment to a first full term at that meeting, provided he/she remains a member of The u3a.

Co-options to Committee

The Committee may in addition appoint not more than two co-opted members of the Committee (who must be u3a members), 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 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.

7. DEFECTS IN APPOINTMENTS

The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any member of any Committee or sub-Committee.

8. CESSATION OF OFFICE – COMMITTEE MEMBERS

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

- is disqualified from acting as a member of the Committee by virtue of charity law;
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs,
- is absent without the permission of the Committee from three consecutive meetings and the Committee resolve that his/her office be vacated,
- is removed by resolution of the 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,
- notifies in writing to the Committee a wish to resign (but only if at least five members of the 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),
- ceases to be a member of The u3a,
- becomes an Officer or non-Officer member of the Committee of any other u3a.

9. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

The Committee shall hold at least 4 meetings each year. Normally these meetings will be held in person but under exceptional circumstances can be held electronically.

At the first meeting post Annual General Meeting the Committee shall allocate the Officer Roles and any other posts as required.

Additional meetings may be called at any time by the Secretary on behalf of the Chair or by any two members of the Committee, upon not less than seven days' notice being given to 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 must be given.

All meetings shall be chaired by the Chair and in his/her absence a Vice-Chair shall take over or, if there is no Vice-Chair present, the Committee shall choose one of their number to be Chair of the meeting before any business is transacted.

There shall be a quorum when at least one-third of the number of members of the Committee or three members of the Committee, whichever is the greater, are present at the meeting.

Every decision shall be determined by a majority of votes of the members of the

Committee present and voting on the question, but in the case of equality of votes, the Chair of the meeting shall have a casting vote in addition to his/her own vote.

The 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.

The 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 (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.

The Committee may appoint sub-Committees which should include at least one member of the Committee, for the purpose of 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 sub-Committees shall be fully and promptly reported to the Committee. The 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 Committee but may not make decisions and they shall not have any expenditure authority.

No 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 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 a specific authority or limit thereon on the part of the Committee member in question.

10. FINANCE

The financial year of The u3a shall end on such date as the 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.

The funds of The u3a shall be paid into such accounts 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 that account as agreed with the account provider and approved and accepted by the Committee from time to time. Only authorized members of the Committee may arrange and authorize any transaction on any of The u3as accounts. All transactions must have two signatures.

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.

The funds belonging to The u3a shall be applied only in furthering the charitable purposes.

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/her duties for The u3a.

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

All property of and held on behalf of The u3a shall be applied in accordance with charity law.

Title to any 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 charity law.

12. ACCOUNTING AND REPORTING

The 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:

- 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 audit or independent examination of the statements of account of The u3a (if required by law);
- iv the making of a charity annual return to the Charity Commission;
- v the transmission of the statement of accounts and trustees' report of The u3a to the Charity Commission.

13. ANNUAL GENERAL MEETING (AGM)

There shall be an Annual General Meeting of The u3a which shall be held on such date as the Committee may determine in each calendar year but not more than 15 months after the preceding Annual General Meeting. In the event of extraordinary circumstances prohibiting face-to-face meetings, the meeting (whether an AGM or SGM) may be held in person or by suitable electronic means agreed by the committee in which each participant may communicate with all the other participants. Notice of such meetings must be sent to members, together with details of how a member may participate in these meetings. This decision must be formally noted in the minutes of a committee meeting prior to the notice period regarding elections and resolutions. Members must be formally notified of this decision (by email and post), allowing the usual notice period regarding elections and resolutions.

Where a meeting is to be held in person, the committee may if they deem it appropriate set out a procedure in the notice of meeting which allows members to attend electronically if they so wish, and in such circumstances both members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.

Where it is not deemed appropriate to hold a meeting electronically, members may be asked to vote by post. In these circumstances, the necessary paperwork will be sent to members either electronically or by mail giving the required 21 days' notice and votes should be returned to the Secretary on the day before the date of the AGM. If preferred, a mixture of electronic attendance and postal

voting may be allowed, provided only one vote per member is registered.

A meeting held by electronic means will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum is able to join the meeting successfully.

Every Annual General Meeting shall be called by the Committee. Formal notice shall be given at least 21 days prior to 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 proposals for the election of members of the Committee to be made at that meeting. All members of The u3a shall be entitled to attend and vote at the meeting.

The Committee shall present to each Annual General Meeting the Trustees' report and annual accounts of The u3a for the preceding year.

The Committee shall seek approval for the appointment of any independent examiner or auditor for the accounts from the membership at the Annual General Meeting, if permitted or required to do so by charity law.

Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting as shall any other business as set out in the notice.

14. SPECIAL GENERAL MEETING (SGM)

The Committee may call a Special General Meeting of The u3a at any time or if at least 20% (twenty per cent) 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.

15. NOTICES, COMMUNICATIONS AND PROCEDURE AT MEETINGS (AGM)/(SGM)

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 that 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.

Accidental omission to give notice to any member of any Meeting (including the AGM) shall not invalidate the proceedings.

The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every Meeting of The u3a.

There shall be a quorum when at least 10% (ten per cent) of the number of members of The u3a, are present at an Annual General Meeting or Special General Meeting.

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 Committee may direct provided 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 be a quorum.

The Chairman of the u3a shall chair any meeting at which he/she is present. In the of the

absence of the Chair or Vice-Chair the Committee shall choose one of their number to be Chair of the meeting before any business is transacted.

- vii If there is a tied vote the Chair of the meeting has a single casting vote.

16. ALTERATIONS TO THE CONSTITUTION

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.

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:

At any time after specific consent has been received from the Third Age Trust; or

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.

As a registered charity, no amendment may be made to clause 3 (the charitable purposes) without the prior consent in writing of the Charity Commission.

No amendment may be made which would have the effect of making The u3a cease to be a charity at law.

- v The Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission if The u3a is registered.

17. 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 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 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:

Any one or more local u3as, which are charities and have charitable purposes similar to those of The u3a, as determined by the members of The u3a; or

To the Third Age Trust (registered charity in England and Wales no. 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 if The u3a is registered.

I CERTIFY THAT THIS IS A TRUE COPY

Signed

.....

.....

By the Chair of the AGM (*date*) - (*name*)