



CONSTITUTION OF THE CHARITY NAMED BELOW, AN UNINCORPORATED MEMBERS' ASSOCIATION, AND A MEMBER OF THE THIRD AGE TRUST

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER: 297221

This constitution was adopted by the membership at the Special General Meeting held on 17 October 2018 and as amended by the AGM of 15 March 2023.

I certify that this is a true copy

Signed

ND Webb

ND WEBB

Office (Secretary or Chairman of the meeting)

SECRETARY.

Date of Certification

5th April 2023

1. NAME

The name of the charity is THAME & DISTRICT U3A 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 Executive Committee.

3. CHARITABLE PURPOSES

The charitable purpose 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, residing in Thame and its surrounding locality.

If The U3A is registered as a charity in England and Wales, the charitable purposes of The U3A may only be altered with the prior consent of the Charity Commission.

4. POWERS

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

4.1 raise funds and 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 any restricted funds being applied to the relevant restricted purposes;

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; support any charitable organisations with regard to the pursuit of The U3A's charitable purposes;

4.6 appoint and constitute such advisory committees as the Executive Committee may think fit;

4.7 organise, promote and participate in conferences, lectures, seminars, courses and educational events;

4.8 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 form;

4.9 associate and collaborate with other U3As and groupings of U3As, such as regional associations and networks, and The Third Age Trust in any way;

4.10 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 generally older people retired from full time work, and who are interested in participating in and furthering the work of The U3A, provided that they agree:

5.1.1. to abide by this constitution and any membership conditions properly imposed by the Executive Committee; and

5.1.2. 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.

5.2 Each 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 annual membership or other fees are unpaid within 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 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 the 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 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 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 decision of the Executive Committee and shall be entitled to attend the Annual General Meeting as a guest.

7. EXECUTIVE COMMITTEE AND OFFICERS

7.1. 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.

7.2. Executive Committee - There must be at least 7 and not more than 14 members appointed to the Executive Committee and these shall include the Officers. 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 U3A.

7.3. Officers - The Officers are the Chairman, Vice Chairman, Treasurer and Secretary. The Officers shall by virtue of holding their office be members of the Executive Committee. An individual may serve in only one Officer role at a time.

7.4. Appointment of Officers and Committee Members - At each Annual General Meeting of The U3A, the serving Officers and Committee Members shall retire from office and the members shall elect from amongst the membership individuals to serve as the Officers and Committee Members.

7.5. Terms of office and limit on period of service

7.5.1. Non-Officer members of the Executive Committee have a one year term of office and may serve up to a maximum of five terms. Non-Officer members may serve additional terms subject to the approval of the

committee and subject to clause 7.5.3.

7.5.2. All Officers have a one year term of office and may serve up to a maximum of three terms in a particular Officer role. The Treasurer may serve up to a further three terms with a maximum of six terms.

7.5.3. No individual may serve more than a maximum of ten years on the Executive Committee in any combination of Officer or non-Officer roles.

7.6. Nomination to the Executive Committee - Prior written nomination of any candidate for appointment 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 amongst the membership of The U3A (not being themselves Officers or non-Officer members of the Executive Committee), and must be in the hands of the Secretary of The U3A at least twenty-eight days before the Annual General Meeting. In the event that there are no nominations for a retiring Officer, an existing Officer may be asked to remain in office for up to a further year until a replacement is found.

7.7. Election to the Executive Committee - Should nominations exceed vacancies, the decision on appointments shall be taken by ballot. 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 themselves for election and be proposed to the meeting for appointment in accordance with the Constitution.

7.8. Casual vacancies — Officers and Executive Committee - The Executive Committee may fill any vacancy arising amongst the Officers or the 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.

7.9. 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. An individual cannot be co-opted more than three times in succession.

8. 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.

9. CESSATION OF OFFICE - EXECUTIVE COMMITTEE MEMBERS

A member of the Executive Committee shall cease to hold office if they:

9.1. are 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. are absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his office be vacated;

9.4. are 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. notify in writing to the Executive Committee a wish to resign (but only if at least 7 members of the Executive Committee will remain in office when the notice of resignation is to take effect which shall be at least twenty-one days from the receipt of the notification);

9.6. cease to be a member of The U3A;

9.7. become 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 four 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 not 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.

10.3. The Chairman shall chair the meetings and in his absence the Vice-Chairman shall take over or, if the Vice-Chairman is not present, the Executive Committee shall choose one of their number to be Chairman 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 three members of the Executive Committee, 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 equality of votes, the Chairman 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 its meetings and those of any sub-committees and are available for inspection should a member request them.

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 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 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 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.

10.9. No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted by them 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 objectives.

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 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 belonging to 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 for The U3A;

13.3. the audit or independent examination of the statements of account of The U3A (if required by law);

13.4. the making of a charity annual return to the Charity Commission; the transmission of the statement of accounts and trustees' report of The U3A to the Charity Commission.

15. ANNUAL GENERAL MEETING

15.1. 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.

15.2. 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 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 Officers and non-Officer members of the Executive Committee to be made at that meeting. All members of The U3A shall be entitled to attend and vote at the meeting.

15.3. The Executive Committee shall present to each Annual General Meeting the trustees' report and annual accounts of The U3A for the preceding year.

15.4. 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, if permitted or required to do so by charity law.

15.5. 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.

16. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of The U3A at any time and, if at least 10% 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 must state the business to be discussed.

17. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

17.1. 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 having provided 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 Executive Committee for such communications. A member may opt to return to hard-copy communications at any time.

17.2. Accidental omission to give notice to any member of any General Meeting, including the AGM, shall not invalidate the proceedings.

17.3. 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.

17.4. There shall be a quorum when at least 10% of the number of members of The U3A, are present at any General Meeting.

17.5. 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 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.

17.6. The Chairman of The U3A shall be the Chairman of any General Meeting at which they are present. In the absence of the entitled Chairman, the Executive Committee members present shall have the power to elect a Chairman for the meeting.

17.7. If there is a tied vote the Chairman of the meeting has a single casting vote.

18. ALTERATIONS TO THE CONSTITUTION

The provisions of this constitution other than clauses 3, 18 and this clause may be amended with the assent of not less than two thirds of the members of the Group present and voting at a General Meeting of the Group. Twenty-one clear days' notice shall be given to the Group stating the intention to put forward such a resolution. No amendment shall be made which would cause the Group to cease to be a Charity.

19. DISSOLUTION

The Group may at any time be dissolved by a resolution passed by a three quarters majority of those present and voting at a meeting of the Group of which at least twenty-one clear days' notice stating the intention to put forward such a resolution shall have been sent to all members of the Group. If any assets remain after the satisfaction of all debts and liabilities, such property held by or in the name of the Group shall be transferred to such charitable institution or institutions having objects similar to the Group as the Group shall decide.