



CONSTITUTION OF THE THANET U3A,
AN UNINCORPORATED MEMBERS ASSOCIATION, AND A MEMBER OF THE THIRD AGE
TRUST

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER: 1095292

This constitution was adopted by the membership at the AGM held on: 16th May 2018

I certify that this is a true copy

Signed

.....
Office (Secretary or Chairman of the meeting)

.....
Date of Certification

1. NAME

The name of the charity is Thanet U3A hereinafter 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. CHARITABLE PURPOSE

The charitable purpose of The U3A is:

- i. 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, in Thanet.

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:

- 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 furthering the work of "The U3A" and who have paid the annual subscription as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting., and any corporate body or unincorporated association which is interested in furthering the work of "The U3A" and has paid any annual subscription, provided that they agree to abide by this constitution and any conditions properly imposed by the Executive Committee.
- ii. Every individual member shall have one vote.
- iii. Each member organisation shall be entitled to receive notice and attend General meetings of The U3A having appointed an individual to represent it and informed the secretary of the details but shall have no voting rights.
- iv. The Executive Committee may and for good reason terminate the membership of any individual or member organisation:
 - (a) if annual membership or other fees are unpaid two months after the 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 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. EXECUTIVE COMMITTEE

The management of The U3A shall be vested in an Executive Committee, consisting of the members whose duty it shall be to carry out its general policy and to provide for the administration, management and control of the affairs and property of The U3A.

Honorary Officers

- i. At the Annual General Meeting of The U3A the members shall elect from amongst members themselves, a chairman, a Vice Chairman or vice-chairmen, Treasurer and Secretary who shall hold office from the conclusion of that meeting, and a President if the creation of such a post has been agreed at a general Meeting.
- ii. The Executive Committee shall consist of not less than **5** and not more than **10** U3A members being:
 - a) the honorary officers specified in the preceding clause
 - b) not less than 1 and not more than 10 members elected at the Annual general Meeting who shall hold office from the conclusion of that meeting.
- iii. The Executive Committee may in addition appoint not more than **2** co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.
- iv. Persons, who need not be members, may be invited by the Executive Committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting.
- v. Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership and such an 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.
- vi. 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.
- vii. 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 **3** consecutive meetings and the Executive Committee resolve that his office be vacated;
 - d) is subject to a vote of no confidence from the Executive Committee 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 Executive Committee;

- e) notifies in writing to the Executive Committee a wish to resign (but only if at least **4** 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);

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- i. The election of members of the Executive Committee shall be held at the Annual General Meeting of The U3A.
- ii. The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- iii. Officers shall serve for a period of **3** years and committee members for a period of **5** years. Retiring officers may stand for re-election provided that no-one may hold the office of Chairman or Vice-Chairman for more than **3** consecutive years without an intervening period of at least **1** year, except that a retiring Vice-Chairman may stand immediately for the post of Chairman.
- iv. If insufficient nominations are received to fill the vacancies for officers and/or committee members the Executive Committee may, as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present would be 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.
- v. 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 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 4 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 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.
- iii. The Chairman shall chair the meetings and in his absence a Vice-Chairman shall take over or, if there is no Vice-Chairman present, the Executive Committee shall choose one of their number to be Chairman of the meeting before any business is transacted.
- iv. A President elected by The U3A shall not be a member of the Executive Committee and shall not have voting rights.
- v. 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.
- vi. 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 casting vote in addition to his own vote.

- vii. 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 it.
- viii. 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.
- ix. 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.
- x. No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him 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.

9. FINANCE

- i. The funds of The U3A, including all donations, contributions and bequests, shall be paid into such accounts as the Executive Committee may open in the name of The U3A. All cheques drawn on the account must be signed by at least two committee members.
- ii. The funds belonging to The U3A shall be applied only in furthering the charitable purposes.
- iii. 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 his duties for The U3A.
- iv. 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.

10. PROPERTY

- i. All property of The U3A shall be applied solely to towards the charitable purposes of The U3A. 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 on pursuance of his/her designated role until such time as the member's tenure of office ceases or the Executive Committee requests its return.

11. ACCOUNTS

- i. 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:
 - (a) the keeping of accounting records for The U3A;

- (b) the preparation of annual statements of account and a trustees' report for The U3A;
- (c) the audit or independent examination of the statements of account 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. An annual return is to be submitted to the Charity Commission where income and/or expenditure exceeds £10,000 pa must be submitted. When income or expenditure exceeds £25,000 pa annual accounts must be submitted. These accounts are to be signed off after examination by a person competent to do so and preferably not a member of the U3A branch.

12. ANNUAL REPORT

The Executive Committee shall comply with their obligations under applicable charity law with regard to the preparation of an annual return and its transmission to the Charities Commission.

13. ANNUAL GENERAL MEETING

- i. There shall be an Annual General Meeting of The U3A which shall be held in the month of May in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.
- ii. Every Annual General Meeting shall be called by the Executive Committee. This formal notice shall give at least 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 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.
- 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 trustees' report and annual accounts of The U3A for the preceding year.
- v. 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.
- vi. 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.

14. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of The U3A at any time and if at least one fifth 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 twenty per cent of members are present.

15. PROCEDURE AT GENERAL MEETINGS

- i. 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.
- ii. There shall be a quorum when at least twenty per cent 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 to another day and time as the Executive 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.
- iv. The Chairman of The U3A shall be the Chairman of any General Meeting at which he is present unless the Executive Committee makes the decision to ask the President to preside.
- v. If there is a tied vote the Chairman of the meeting has a single casting vote.

16. ALTERATIONS TO THE CONSTITUTION

- i. 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.
- ii. No amendment may be made to Clause 1 (Name of the Charity), Clause 3 (The Charitable Purpose) or Clause 17 (Dissolution) 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.

17. DISSOLUTION

- i. 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 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 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 are charities and have charitable purposes similar to those of The U3A, as determined by the members of The U3A; or
 - (b) 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.

19. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING

Until the first Annual General Meeting of the U3A takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the beginning of this document.