

# CONSTITUTION

OF THE

## THORNBURY UNIVERSITY OF THE THIRD AGE [U3A]

AN UNINCORPORATED MEMBERS ASSOCIATION AND A MEMBER OF THE THIRD AGE TRUST

REGISTERED CHARITY NUMBER 1080095

### 1. NAME

The name shall be The Thornbury U3A [In this constitution called 'the U3A']

### 2. OBJECT & POWERS

#### 2.1 Object

The purpose of Thornbury U3A is for the advancement of education and in particular the education of older people and those retired from full-time work, by means including associated activities conducive to learning and personal development in Thornbury and its surrounding locality.

#### 2.2 Powers

In furtherance of the above the U3A may:

[i] purchase, take on lease or in exchange hire and otherwise acquire and sell or dispose of real or personal property and any rights and privileges which the U3A may think necessary for the promotion of the object, subject to such consents as may be required by law.

[ii] publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter.

[iii] found and carry on schools and training courses and run lectures, seminars, conferences and courses.

[iv] encourage and assist in the formation and operation of area and regional groupings of other U3As.

[v] receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Object of the U3A and to hold funds in trust for the same.

[vi] do all such other lawful things as may be necessary for the attainment of the above Object.

### 3. MEMBERSHIP

3.1 All persons interested in supporting the Object of The Third Age Trust shall be admitted to membership at the approval of the Committee and upon payment of the annual subscription as determined by the Committee and confirmed by the membership at the Annual General Meeting provided that they agree to abide by this constitution and any conditions properly imposed by the Committee.

3.2 The Committee may terminate membership of any member if:

[i] there is any money owed to the U3A in respect of membership or other fees 2 months after the due date for payment;

[ii] that member acts in a way which is prejudicial to the U3A or brings it into disrepute;

PROVIDED THAT the individual concerned shall have the right to be heard by the Committee before a final decision is made.

#### **4. MANAGEMENT**

4.1 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, 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.

#### 4.2 Committee

[i] The Committee shall consist of at least five [5] and not more than twelve [12] members, not including those individuals who are co-opted under sub-clause [ii] below, but including the principal officers (comprising the Chairman, Vice-Chairman, Secretary, Membership Secretary and Treasurer).

[ii] Not more than two [2] ordinary members may be co-opted to the Committee: they shall have full voting rights and their term of office shall expire at the next following Annual General Meeting. [iii] Persons who need not be members may be invited by the Committee to serve because of their special expertise: they shall not have voting rights and their term of service shall expire at the next following Annual General Meeting.

4.3 The election of officers and members of the Committee shall be held at the Annual General Meeting of the U3A.

[i] Nominations to the Committee, duly agreed by the nominee, shall be proposed and seconded from among the membership of the U3A (not being themselves principal officers or non-officer members of the Committee) and delivered in writing to the Secretary by a date specified by the Committee. Should nominations exceed vacancies, the decision about 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 and be proposed to the meeting for appointment in accordance with the Constitution. Any vacant principal officer post shall be filled by the Committee at its first meeting.

[ii] The newly elected Committee shall take office at the conclusion of the Annual General Meeting.

[iii] There shall be no less than four [4] Committee meetings a year.

[iv] Principal officers and Committee members shall serve for a period of one [1] year, from the Annual General Meeting at which they are appointed until the next AGM. Retiring principal officers

and Committee members may stand for re-election subject to the limits on the period of service in sub paragraph [v] and provided they are a member of the U3A.

[v] Limits on period of service. A person may not serve more than three [3] consecutive years of office as a non-principal officer member of the Committee. The Chairman or Vice-Chairman may not serve for more than three [3] consecutive years, except that a retiring Vice-Chairman may stand immediately for the post of Chairman. The Secretary, Membership Secretary and Treasurer may not serve for more than six [6] consecutive years.

The maximum service possible is nine [9] years i.e. three [3] years as a Committee member followed by six [6] in principal officer roles.

[vi] Committee members may resign office by giving not less than twenty-one [21] days' notice in writing to the Secretary or the Chairman. The Committee has power to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election.

[vii] At Committee meetings matters shall be decided by a simple majority of votes of Committee members present. In the case of an equality of votes the Chairman shall have a second or casting vote.

[viii] The quorum for any Committee meeting shall be three [3] or one third of the Committee whichever is the greater.

4.4 Special Committee meetings may be called at any time by the Chairman or by any two [2] members of the Committee upon seven [7] clear days' notice being given to all the Committee members of all the matters to be discussed.

4.5 The Committee may appoint subcommittees to which it may from time to time, and for such time as it determines, delegate the transaction of such matters and the performance of such acts as it thinks fit and the Committee shall exercise supervision over the proceedings and acts of such subcommittees. Subcommittees shall report back to the Committee as soon as possible on actions taken under delegated powers.

4.6 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 subcommittee.

4.7 The Secretary shall ensure that minutes are kept of all subcommittee, Committee, and General Meetings.

## **5. ANNUAL AND SPECIAL GENERAL MEETINGS**

5.1 The Annual General Meeting shall be held once in each year and not later than 15 months after the preceding Annual General Meeting. At least twenty-one [21] days' notice shall be given in writing to all members. A quorum shall be 10% of the paid-up members. The business of the Annual General Meeting shall include:

[i] receiving and approving the Annual Report;

- [ii] receiving and approving the examined accounts;
- [iii] electing a Chairman, Vice Chairman, Secretary, Treasurer and the members of the Committee;
- [iv] appointing an examiner for the accounts;
- [v] considering proposals to alter the constitution subject to the requirements of Clause 9;
- [vi] considering any other business which has been published in the Agenda.

5.2 A special General Meeting of the U3A may be convened at any time by a resolution of the Committee or upon a requisition signed by one-fifth or more of the members stating the object of the meeting. A meeting held on such a requisition shall be called by the Secretary of the U3A giving the other members fourteen [14] days' notice of such a meeting. There shall be a quorum when 20% of members are present.

5.3 The Chairman of the U3A shall be the Chairman of any Committee or General Meeting at which he/she is present. In his/her absence the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.

5.4 Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.

## **6. FINANCE**

6.1 All the income and property of the U3A shall be applied solely towards the object of the said U3A and none of it shall be paid or transferred in any way to its Committee members provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the said U3A [other than a Committee member] and repayment of reasonable and proper out-of-pocket expenses to members or Committee members incurred in the course of the work of the U3A. A bank or building society account shall be opened in the name of the U3A and withdrawals shall be made on the signature of two Committee members, one of whom is a principal officer.

6.2 The U3A shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest and otherwise. Any money raised and received may be retained by the U3A and be used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.

6.3 The financial year of the U3A shall end on 30 September in each year and not more than eight [8] weeks later the Annual General Meeting shall be convened for the purpose of receiving the Annual Report and examined accounts.

6.4 The Committee may appoint employees either permanently or on a fixed term contract, who are not members of the Committee, as may from time to time be necessary for carrying out the work of the U3A and may fix their terms and conditions of employment. For purposes of employment law, the Committee shall be the employer.

6.5 All proper costs, charges and expenses incidental to the management of the U3A and membership of the Third Age Trust may be defrayed from the funds of the U3A.

6.6 The Treasurer shall keep accounts of all the moneys received and expended on behalf of the U3A and shall prepare and publish such accounts duly examined at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.

6.7 No Committee member shall be chargeable or responsible for loss caused by any thing or act done or omitted to be done by him/her or any agent employed by him/her or by any other Committee member, provided reasonable supervision be exercised over any such agent, or by reason of any mistake or omission made in good faith by any Committee member or by reason of any other matter or thing other than wilful and individual fraud or wrongdoing or wrongful omission on the part of the Committee member who is sought to be made liable.

## **7. PROPERTY**

7.1 All property of and held on behalf of the U3A shall be applied in accordance with charity law.

7.2 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.

## **8. POWERS OF THE COMMITTEE**

All matters not provided for in this constitution relating to the U3A and not involving an amendment to this constitution shall be dealt with by the Committee.

## **9. ALTERATION TO THE CONSTITUTION**

The provisions of this constitution other than Clauses 2 & 10 and this clause may be amended with the assent of not less than two-thirds of the members of the U3A present and voting at a General Meeting of the U3A. Twenty-one [21] clear days' notice shall be given to the members stating the intention to put forward such a resolution. [No amendment shall be made which would cause the U3A to cease to be a charity.]

## **10. DISSOLUTION**

The U3A may at any time be dissolved by a resolution passed by a three-quarters majority of those present and voting at any meeting of the said U3A of which at least twenty-one [21] clear days' notice stating the intention to put forward such a resolution shall have been sent to all members of the U3A. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of the U3A shall be transferred to The Third Age Trust Registered Charity No. 288007.

This Constitution adopted at a meeting of the Thornbury U3A Committee held on 14 January 1998

Chairman: Peter Grudgings      Secretary: Stella Beecher

This Constitution approved at the Annual General Meeting of Thornbury U3A held on 16 November 1999

Chairman: Peter Grudgings      Secretary: Janet Harper

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This Constitution amended at the Annual General Meeting of Thornbury U3A held on 5 November 2008

Chairman: Pam Dawe      Secretary: Linda Cooper

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This Constitution amended at the Annual General Meeting of Thornbury U3A held on 7 November 2012

Chairman: Alan Heath      Secretary: Linda Cooper      November 2012 [v 4]

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This Constitution amended at the Annual General Meeting of Thornbury U3A held on 7 November 2018

Chairman: Alison Makepeace      Secretary: Ian Macdonald      November 2018 [v 5]

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