

Constitution of The Three Brethren University of the Third Age (U3A), a member of the Third Age Trust as an unincorporated association, formally adopted 15 January 2007, amended 20 May 2013, amended 22 April 2017.

Scottish Charity Number SCO39266

1. Name

The name of the Charity is The Three Brethren University of the Third Age, hereinafter T3BU3A.

2. Charitable Purposes

T3BU3A is a recognised Scottish charity; the charitable purposes of T3BU3A may only be altered with the prior consent of Office of the Scottish Charity Regulator (OSCR).

1. To advance the education (in its widest sense) of people not in full time gainful employment who are in their Third Age (being the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) who are members of T3BU3A. In this Constitution, "people in their Third Age" has the meaning set out above.
2. To facilitate leisure time and recreational activities with the object of improving the conditions of life for the members in the interest of their wellbeing.
3. To facilitate 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.

3. Membership

1. Full membership shall be open to all people, without discrimination, in their Third Age and upon payment of the annual subscription as determined by the committee and confirmed by the membership at the annual general meeting. Members of other U3As may join T3BU3A at a reduced membership fee. Appropriate persons may be offered free lifetime membership at the discretion of the committee.

2. The committee may, for good reason, terminate the membership of any individual if they are of the opinion that such membership is not in the best interests of T3BU3A; if annual membership or other fees are unpaid three months after the due date or if the member acts in a way which is prejudicial to the running of T3BU3A or brings it into disrepute. The individual concerned shall have the right to be heard by the committee accompanied by a friend who may also speak, or make written representation before a final decision is made. Similarly, any member may bring a grievance to the attention of the committee, and the matter dealt with in the same manner, at a time convenient to both parties.
3. Attendance of Non-members at meetings:
 - a) Up to a maximum of three non-members are welcome at any group meeting, including outings, as a taster for membership of the group, within any year. This is always providing that there is room for the non-member as well as all the group members who wish to attend.
 - b) Any one person may attend as a non-member only once, after which they must become a member of the U3A if they wish to continue to attend that or any other group.
 - c) Any member of another U3A is welcome at any group meeting of our U3A on an occasional basis, but not more often than four times in one year, after which they must join us at a reduced subscription to be determined from time to time by the committee.
 - d) Any number of non-members may attend a monthly meeting, on the same basis as group meetings.
 - e) Carers/helpers who are not members, or may not be eligible for membership, are always allowed to attend any meeting or outing, and as such must accompany their charge on every part of the meeting or outing. It is the responsibility of the member to organise their own carer/helper if needed. The carer will incur the same charges as a member for the event.
4. All members must ensure that they can participate in any meeting or outing they wish to attend. The facilitator should be able to advise them.

4. Management Committee

The management of T3BU3A shall be vested in a Management Committee (hereafter, 'the committee') of paid-up members. They are the Trustees of T3BU3A. The committee shall be responsible for carrying out T3BU3A's constitutional requirements and implementing policies agreed at an AGM/SGM, or by the committee.

The committee shall normally be composed of the following officers: Chairman, vice-Chairman, Secretary, Membership Secretary, Treasurer, together with up to seven committee members. The officers shall be chosen by the committee, from within its numbers, at its first meeting following an AGM. All members of the committee shall be eligible for re-election annually, at the AGM. Officers may serve a maximum of five consecutive years in office, but may continue to serve as committee members, if nominated.

Each member of the committee shall be elected at each AGM. Each committee nominee shall be proposed and seconded by a T3BU3A member and announced by the Secretary prior to any necessary voting. In the event that insufficient nominees are presented, those that have been nominated shall be elected to the committee and further nominees requested from the meeting. Any member may nominate themselves until the requisite number is reached. If necessary, the committee may co-opt members to fill its vacancies during the year.

A member of the committee shall cease to hold office if he or she:

1. is absent without permission of the committee from three consecutive meetings. That member will be deemed to have submitted their resignation, which the committee may accept.
2. is subject to a vote of no confidence from the 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 committee.
3. notifies in writing to the committee a wish to resign.

If all the committee members resign at the same time, the chairman, treasurer and secretary must remain in office until they have called an urgent Special General Meeting and a new committee is elected at that meeting.

5. Powers to be exercised by the Management Committee

In furtherance of the charitable purposes but not otherwise, the committee may exercise the following powers:

1. to receive membership fees, raise funds and to invite and receive contributions.
2. to buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (heritable or moveable).
3. to sell, lease or otherwise dispose of all or any part of the property of 3BU3A, subject to any consents required by law.
4. to set up advisory sub-groups for specific tasks; at least one officer of the committee shall be part of such a group.
5. to do all such other lawful things as are appropriate to the pursuit of the charitable purposes.

6. Meetings and Proceedings of the Committee

1. The committee shall hold at least four ordinary meetings each year between AGMs.
2. A special meeting may be called at any time by the chairman or by any two committee members upon no less than seven days notice being given to other committee members of the matters to be discussed.
3. The chairman shall chair the meetings and in his or her absence the vice chairman shall take over or if he or she is also absent the committee shall choose one of their number to chair the meeting before any business is transacted.
4. A quorum shall consist of not less than 50% of the committee, and include at least one officer.
5. Such matters as require the committee to vote shall be carried by a simple majority, but in the event of a tied result, the chairman of the meeting shall have a second, casting vote.
6. Minutes of the meetings of the committee and any sub-committees shall be kept, and these minutes shall be available for inspection should any 3BU3A member request it.
7. 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.

7. Finance

1. The financial year of T3BU3A shall begin on 1st April each year. The annual accounts and Trustees' report must be submitted to OSCR within relevant statutory limits.
2. The funds of T3BU3A shall be paid into such accounts as the treasurer may open in the name of 3BU3A Only members of the committee, authorised by the committee to do so, may arrange and authorise any transaction on any of T3BU3A's accounts and dual authorisation will normally be required.

3. The Standing Financial Instructions for T3BU3A facilitators and members, agreed by the committee, shall be followed at all times. These are appended to this constitution.
4. The funds of T3BU3A shall be applied only in following its charitable purposes, and no funds shall be transferred to any member except in payment of legitimate expenses incurred on behalf of T3BU3A and agreed previously by the committee.
5. Ownership of property is vested in T3BU3A and items may, with the agreement of the committee, be transferred on a temporary basis to a nominated member's home in the pursuance of his/her designated role until such time as this becomes inappropriate or the committee requests their return.
6. The committee are, as Trustees, obliged to comply with the requirements of OSCR with regard to:
 1. the keeping of accounting records
 2. the preparation of annual statements of account
 3. the independent examination of the statements of account

8. General Meetings of Members

1. Annual General Meeting (AGM)

1. An AGM shall be held not later than the end of May, presided over by the Chairman (vice-chairman or other officer in the absence of the Chairman), for the purpose of receiving reports, receiving a statement of accounts which shall have been examined by the independent examiner, appointing the independent examiner for the next year, electing committee members, and dealing with any other business admitted by the Chairman. Twenty-one days notice shall be given to all members, all of whom shall be entitled to attend and to vote.
2. There shall be a quorum at an AGM when at least twenty-five 3BU3A members are present.

2. Special General Meeting (SGM)

1. An SGM shall be held if called by the committee or by no less than 25 members, for any stated purpose. It shall be presided over by the Chairman (vice-chairman or other officer in the absence of the Chairman).
2. Twenty one days notice shall be given to all members of the date, time, venue (as determined by the committee) and the purpose of the meeting, following the receipt by the Secretary of an appropriate request.
3. There shall be a quorum at an SGM when at least 25 members are present.

3. Procedure at a General meeting (AGM or SGM)

1. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to such a suitable time and date as the committee may direct, provided twenty-one days notice is given to all members.
2. If within half an hour of the time appointed for the rearranged meeting a quorum is not present, the members present shall be a quorum.
3. If there is a tied vote, the chairman of the meeting shall have a single casting vote.

9. Alterations to the Constitution

Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by no less than two thirds of the members present and voting at a General Meeting (AGM or SGM), The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

Provisions:

1. No amendment may be made to Clause 1 (the name of the U3A), Clause 2 (charitable purposes), Clause 10 (the dissolution clause), or Clause 9 (this clause) without prior consent of OSCR.
2. No amendment may be made which would have the effect of making the 3BU3A cease to be a charity at law.
3. The committee shall promptly send to OSCR a copy of any amendment made under this clause.

10. Dissolution

If the committee decides that it is necessary or advisable to dissolve T3BU3A it shall call a Special General Meeting, at which a quorum must be fifty voting members (different from an SGM for any other purpose). If the proposal is confirmed by a two-thirds majority of those present and voting the committee shall have the power to realise any assets held by or on behalf of T3BU3A. Any assets remaining after the satisfaction of any proper debts and liabilities shall be give or transferred to such other charitable institutions having purposes similar to those of T3BU3A. A copy of the statement of accounts for the final accounting period of T3BU3A must be sent to OSCR.

Standing Financial Instructions, of The Three Brethren U3A, formally adopted May 2014, amended 16 November 2017

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These guidelines allow the committee (trustees) to monitor the income and expenditure of interest groups and ensure that reporting mechanisms are adhered to. This is essential to protect both trustees and facilitators. The committee has sole responsibility for ensuring safe custody of members' money and **the Trustees are the people with legal accountability.**

The committee must review all financial instructions regularly, to ensure controls remain effective. Review at the first meeting of each new committee each year is recommended.

1. Financial Guidelines for Facilitators

It is very important that all members feel a strong sense of belonging to the U3A and understand what they can and cannot do. Facilitators should make their members aware that all money they give to the group belongs, not to the group but to the U3A, and so is under the responsibility of the Trustees.

1. The U3A carries insurance to cover facilitators and their members on outings/events, and they all have access to free legal advice in the event of any mishaps. The financial aspects of this cover will only be available if the financial arrangements are in accordance with normal audit practice. So it is important, for the protection of facilitators and members alike that we have good, robust financial arrangements in place. In addition, should a facilitator become incapacitated and unable to complete arrangements for an event, there should be a way for someone else to take over, and have access to money paid by members for the event. This protects both the facilitator and the members' money.
2. It is recommended that a group which regularly collects money in advance of an event should appoint a group treasurer, separate from the facilitator, to receive and pass on all money from members. The group treasurer shall be responsible for the monies of the group, and should liaise with the 3BU3A treasurer.
3. There are strict rules for dealing with money belonging to members of an organisation, where the finances are examined/audited annually. Every financial transaction should have a voucher, i.e. a piece of paper to show where the money has come from, and where it has gone: an audit trail. All members paying for an event in advance by cash should receive a paper or electronic receipt, and those paying by cheque should retain their cheque book counterfoil. Payment is made to the group treasurer, who will forward it to the 3BU3A treasurer for banking. On banking the money, the money is accounted for. When the money is used, a receipt must be obtained, and the paper trail is completed.
4. However, we can modify the procedure for our needs, if we observe good practice rules. If there is a voucher (paper or electronic) generated for all money received, this is a convenient way to check that the money, receipts and numbers of members

tally, so what at first seems cumbersome actually makes it easier to manage the money confidently. The most important thing is that there must be an audit trail from receipt of the money to paying it out, or if not paid out, evidence of where it is located.

Where money is collected in advance of an event, and paid out to a third party:

- There will be a bank account, opened and held by the 3BU3A treasurer, named “The Three Brethren U3A Account 2”. Money will be lodged in this account by the 3BU3A treasurer, under the name of the relevant group/activity.
- Money for an event is paid to the group treasurer who will forward it to the 3BU3A treasurer for banking in Account 2. The group treasurer will receive an electronic receipt from the 3BU3A treasurer for this money.
- A facilitator may retain working capital of up to two hundred pounds for ongoing expenses of the group, and may pay bills from this (e.g. for hire of a hall, purchase of materials), provided clear accounts are kept by the facilitator. Any money more than two hundred pounds must be lodged in Account 2 by the 3BU3A treasurer.
- The facilitator will pay out of pocket expenses on the day, if possible by credit card, and be reimbursed by the 3BU3A treasurer, in exchange for receipts, as soon as possible and before payment on the card is due.
- All agreed bills are addressed to the 3BU3A treasurer, who will pay them out of The Three Brethren U3A Account 2. Any discount or free places on an event must be shared out among the participants.
- If a group ceases to be active, any money retained on its behalf will be transferred to the 3BU3A Account 1 by the 3BU3A treasurer.

2. Membership Fees and Funds

When setting the level of annual membership fee, the following should be taken into account:

- The funds needed for running the U3A
- paying the subscription for direct mailing of TAM to members
- the need for adequate reserves, which should be assessed on projected costs for one financial year.
- the membership fee payable to TAT, paid for all members, (ordinary, joint, life, and honorary members).
- the cost of funding attendance at TAT or U3A Scotland organised events.

Funding U3A activities

Each interest group levies its own charges for the running of that group. This money, which belongs to the U3A, is held in the appropriate account..

Asset Register

A register of all the TBU3A’s assets is held by the treasurer, updated annually and included in the financial reporting each year.