

CONSTITUTION FOR TWEEDDALE U3A

CONSTITUTION OF THE TWEEDDALE UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED ON TUESDAY 13 DECEMBER 2005

1. NAME

The name of the charity is Tweeddale University of the Third Age, hereafter referred to as the U3A.

2. ADMINISTRATION

Subject to the matters set out below the U3A and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 6 of this constitution.

3. OBJECTS(*1)

The Objects of The U3A are:

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.

(*1) amended by AGM 2018 to substitute a single nationally agreed object.

4. POWERS

In furtherance of the Objects but not otherwise, the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- (ii) power to receive donations, endowments, sponsorship, grants legacies and subscriptions from persons desiring to promote all or any of the Objects of The U3A and to hold funds in trust for the same

- (iii) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- (iv) power, subject to any consents required by law to sell, lease or dispose of all or any part of the property of the U3A.
- (v) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them
- (vi) power to support any charitable trusts, associations or institutions formed for all or any of the Objects.
- (vii) power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- (viii) power to organise and run conferences, lectures, seminars and courses.
- (ix) power to publish books, pamphlets, reports, leaflets, journals and instructional matter, and to produce films and videos.
- (x) power to participate in and assist in the development of area and regional groupings of U3As.
- (xi) power to do all such other lawful things as are necessary for the achievement of the Objects.

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 if annual membership or other fees are unpaid within three months after the due date or if the member acts in a way which is prejudicial to the U3A or to

the running of the U3A or brings it into disrepute, provided that the individual concerned or the appointed representative of the member organisation concerned shall have the right to be heard by the Executive Committee accompanied by a friend 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.

- (i) Honorary Officers: At the Annual General Meeting of The U3A the members shall elect from amongst themselves a chair, a vicechair or vice-chairmen, a secretary and a treasurer 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. The honorary officers (chair, vice-chair(s), secretary, treasurer) will be appointed by the elected committee at their first meeting.
- (ii) Executive Committee: The Executive Committee shall consist of not less than 5 and not more than 12 members being:
 - (a) the honorary officers specified in the preceding sub-clause
 - (b) not less than 1 and not more than 12 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 the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (or any statutory re-enactment or modification of that provision).
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - (c) is absent without the permission of the Executive Committee from 3 consecutive meetings and the Executive Committee resolve that his or her 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 four 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 up to 3 years and committee members for a period of up to 3 years. Retiring officers may stand for re-election provided that no-one may hold the office of Chair or Vice-Chair for more

than 3 consecutive years without an intervening period of at least one year, except that a retiring Vice-Chair may stand immediately for the post of Chair. 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 was 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.

- (iv) 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 AGM.

8. MEETINGS AND PROCEEDINGS

(i) **Proceedings of the Executive Committee**

- a) The Executive Committee shall hold at least 4 ordinary meetings each year.
- b) A special meeting may be called at any time by the Chair 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.
- c) The Chair shall chair the meetings and in his or her absence the Vicechair shall take over, or if he or she is also absent the Executive Committee shall choose one of their number to be chair of the meeting before any business is transacted.
- d) A President elected by The U3A shall not be a member of the Executive Committee and shall not have voting rights.
- e) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee whichever is the greater, are present at the meeting.
- f) 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 Chair of the meeting shall have a second or casting vote.

- g) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committees and these minutes shall be available for inspection should a member request it.
- h) 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. No rule may be made which is inconsistent with this constitution.
- i) The Executive Committee may appoint sub-committees consisting of 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 such sub-committees shall be fully and promptly reported to the Executive Committee.
- j) No Executive 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 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.

(ii) **Online and Hybrid General Meetings**

- a. A general meeting (whether an annual general meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants either directly or through the Chair.
- b. Where the Executive Committee determine that a general meeting is to be held using electronic means pursuant to clause 8(ii)a, such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting.
- c. Where the Executive Committee determines that a general meeting is to be held by electronic means only such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means only. For the purposes of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of the Executive Committee render it

impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.

- d. Where a general meeting is to be held in person, the Executive 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.
- e. If the meeting is to be held solely by electronic means pursuant to clause 8(ii)a, the place of the meeting shall be deemed to be the charity's registered office address.
- f. Proceedings at a general meeting held by electronic means pursuant to clause [8(ii)a], or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 8(ii)d, 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 under clause 15(ii) is able to join the meeting successfully.

(iii) **Voting**

(a) by proxy

A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 8(iv).

(b) electronic balloting

Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the Executive Committee may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.

(iv) **Proxies**

(1) Proxies may only be validly appointed by notice in writing (a **Proxy Notice**) which:

- (a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and

(d) is delivered to the charity in accordance with the instructions given in the Notice of Meeting.

(2) The trustees may from time to time determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting.

(v) **Online Executive Committee Meetings**

An Executive Committee meeting may be held in person or by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.

9. FINANCE

- (i) The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of The U3A at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 Executive Committee members.
- (ii) The funds belonging to The U3A shall be applied only in furthering the objects.
- (iii) 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 in the course of U3A work.
- (iv) 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.
- (v) The financial year-end will be 30 September.

10. PROPERTY

- (i) All property of The U3A shall be applied solely towards the objects 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 in pursuance of the his/her designated role until such time as the member's tenure of office ceases or the Executive committee request its return.

11. ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Accounts (Scotland) Regulations 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for The U3A
- (ii) the preparation of annual statements of account for The U3A
- (iii) the independent examination of the statements of account of The U3A

12. ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to HMRC Charities or any successor body.

13. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of the U3A which shall be held in the month of June(*2) 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. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of The U3A. All the 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 report and accounts of The U3A for the preceding year for approval.
- (v) The Executive Committee shall seek approval for the appointment of the examiner for the accounts.
- (vi) Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary of the

Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting and any other business published in the agenda.

*(*2) Amended by AGM 2015 from October*

14. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of the charity at any time, and, if at least 20% 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 at least one third of the 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 15% **(*3)** 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 a suitable 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 Chair of The U3A shall be the Chair of the General Meeting at which he/she is present unless the Executive Committee makes the decision to ask the President to preside.
- (v) If there is a tied vote the Chair or President should have a single casting vote.

(*3) amended by AGM 2018 from one third to 15%

16. ALTERATIONS TO THE CONSTITUTION

- (i) Subject to the following provisions of this clause, the Constitution may be altered 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 terms of the alteration proposed.
- (ii) No amendment may be made to clause 1 (the name of the charity) clause 3 (the Objects clause) clause 17 (the dissolution clause) or this clause without the prior consent in writing of HMRC Charities or any successor body.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

The Executive Committee shall promptly send to HMRC Charities or any successor body, a copy of any amendment made under this clause.

17. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the U3A it shall call a 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/three quarters majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other such local charitable institution or institutions having objects similar to the Objects of The U3A, as the members of The U3A may determine, or to the Third Age Trust Registered Charity No. 288007. A copy of the statement of accounts or account and statement, for the final accounting period of The U3A must be sent to HMRC Charities or any successor body.

18. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING.

Until the first Annual General Meeting 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 bottom of this document. This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed:

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Notes on the Model Constitution

The adoption of a constitution based on this model by all U3As in Scotland is recommended. It has been agreed in advance by Inland Revenue Charities, so that when you apply to be recognized as a charity for tax purposes and attach a copy to your form you can quote reference **CR54251** and state that your constitution follows the agreed model. If you have made any further amendments please bring these to the attention of Inland Revenue Charities. You should also quote the reference number when you send an updated constitution to the Inland Revenue.

NOTE 1 – Para 3 (i)

It is strongly recommended that this is followed exactly, adding only the relevant geographical area.

NOTE 2 – Para 3 (ii)

Para 3 (ii) is discretionary **BUT** if it is omitted it cannot be added at a later date as this is not allowed under clause 16, without the prior consent of Inland Revenue Charities.

NOTE 3 – Para 5 (iv)

Define the time lapse precisely, e.g. 3 months.

NOTE 4 – Para 6 (i)

Select an option. It is preferable to have honorary officers elected by the 'membership' but if in the future, insufficient 'officer' nominations are forthcoming, it is worth considering the second option. The second option would not be appropriate for the election of a President.

NOTE 5 – Para 6 (ii)

Insert intended maximum number of members of the Executive Committee.

NOTE 6 – Para 7 (iii)

It is strongly recommended that time limits are set on the tenure of both Officers and Committee members to encourage all to participate and to avoid potentially awkward and embarrassing situations which may arise in the future when long-serving individuals may not want to make way for new people. Also, it is important to ensure that there is some sequential retirement of members. The whole committee should not reach the end of their service at the same time. Consideration may also be given to the annual re-election of the officers.

NOTE 7 – Para 14

Define precisely, e.g. one fifth.

NOTES 8 – Para 14, AND 9 – Para 15 (ii)

An option of 20% is suggested, but if this is inappropriate for Tweeddale U3A, it can be adjusted down, although it would be unwise to go below 10%.

NOTE 10 – Para 18

These will be the names of the people on the Steering Committee.

Please note that **ALL** members of the Executive Committee are Charity Trustees.

When applying for charity status, send a copy of the adopted constitution to Inland Revenue Charities, Meldrum House, 15 Drumsheugh Gardens, Edinburgh EH3 7UL, on which two officers should write “certified as a true copy”, sign and state names, addresses, offices held and the date of the meeting at which the constitution was adopted.

Last **amendedAGM2021:**Paragraph 8additionre: online and hybrid meetings.