

The AGM is now just over 4 weeks away and could be a very significant date in the history of Wakefield and District u3a!

Before I go any further may I remind you of the new date for this year's AGM. The AGM will be held on

**FRIDAY 26<sup>TH</sup> MAY AT 10.00AM AT BROOKHOUSE.**

There needs to be a minimum of 39 members to be present at the AGM. I hope as many as possible of our members are present at the meeting so they can participate in the governance of our u3a. There will be a speaker after the end of the AGM.

Documents for the AGM have been sent to all members and will be published in this edition of this newsletter, after a notice from our chair. As always, we need more committee members to share the load in developing and running our u3a. As the Chinese proverb said, "many hands make light work"! The committee should in fact comprise of 12 members! With that number of committee members, the load would be considerably lighter for each member. Please step forward and lighten the load, print off a nomination form, get proposed and seconded! Put in your nomination!

On a similar vein, the Events Team have responded to the requests from members to arrange more trips during the year. The team have put in some hard work and come up with a variety of outings during this year. All members have been notified of the trips and events on offer. The schedule has been reprinted in this newsletter and we would ask you to respond as quickly as possible with your choices. This will enable the team to book the correct number of tickets and arrange coach hire for those outings a little further away.

**DATES FOR YOUR DIARYS**  
**FRIDAY 12<sup>TH</sup> MAY: 10.00AM EXECUTIVE**  
**COMMITTEE MEETING BROOKHOUSE.**  
**FRIDAY 26<sup>TH</sup> MAY: 10.00AM AGM**  
**10.30AM: Mr Simon Cork: American**  
**Presidents: The good and the bad.**  
**BROOKHOUSE**

### **Committee update**

Some lovely people have responded to our desperate pleas for new blood on the committee. We have volunteers for the secretary and minutes secretary roles, also to take over website development.

However ideally, we need a few more people. We are still looking for someone to take over as group organiser, also if possible, someone who could handle publicity – raising awareness of the u3a locally. If neither of these roles appeal, but you are willing to contribute, please get in touch. There is still lots of scope for someone who is up for helping with running the u3a by joining the committee. You should have received an invitation to the AGM and if you are interested, please complete the nomination form, enclosed with the invitation to the AGM recently sent to you. It needs to be returned to the secretary by 3 May and we would be pleased to hear from you.

If you don't feel you can join the committee, we would also like someone to come forward to assist with the book sale and overseeing the tea and coffee. Neither of these are particularly taxing. The books need to be got out of the cupboard and arranged on the table, then put back at the end of the morning. The money can be handed to one of the committee.

Hilary Fowler

Chair

Wakefield & District u3a

[fowler\\_hilary@hotmail.com](mailto:fowler_hilary@hotmail.com)

## AGM – 26 May 2023

A reminder about the AGM, which we hope as many members as possible will be able to attend. As noted above we are still looking for more people to join the committee.

We need at least 10% of the membership to make a quorum; as there are 390 members, this means we need to have 39 current members in attendance.

Hilary Fowler

Chair

Wakefield & District u3a

[fowler\\_hilary@hotmail.com](mailto:fowler_hilary@hotmail.com)

## ANSWERS TO APRIL'S QUIZ

1. Trent Grimsby September 2016 6hrs 55mins.
2. Sprit of Australia: Ken Warry 317.6MPH.
3. A plumbing tool to remove a wide fitting called a spud.
4. 150.
5. Leo Varadkar.
6. A schooner is a type of rigging. A clipper was a trading vessel.
7. Wanderers 16<sup>th</sup> March 1872.
8. Turkey.
9. Wakefield.
10. A gelded greyhound.

# Wakefield & District u3a

Notice of AGM - Friday 26th May 2023 at 10 am

19<sup>th</sup> April 2023

Dear Member

All Wakefield U3A members are invited to attend our Annual General Meeting, which will be held on Friday 26<sup>th</sup> May 2023 at 10.00 am at The Brookhouse, 221 Barnsley Rd, Wakefield WF1 5NU.

A quorum of 10% is required by our constitution and we hope that as many as possible of our members will attend to ensure that we do achieve a quorum.

Please see attached:

- Agenda
- Nomination form
- Proposed Constitution
- Minutes of AGM 2022

We are hoping that more members will come forward to join the committee and ask that you consider doing so. You would attend and contribute to our monthly meeting, and we would welcome your ideas and opinions as to the direction we should follow to ensure that we have a vibrant, welcoming and diverse organisation for our members.

We are particularly looking for people who are “tech savvy”, with IT skills to help us develop our website and social media presence and maybe to offer some support to those of our members who struggle with modern technology. We would also be very appreciative if someone with an interest in publicity would come on board as we feel we are in sore need of raising our profile!

If you feel that you can contribute in any way at all to the running and organisation of our u3a, please let us know; you can contact any committee member (contact details are to be found on our website - [u3asites.org.uk/Wakefield/contact](http://u3asites.org.uk/Wakefield/contact)) for a no commitment chat.

Wakefield & District u3a is run by the members for the members and your u3a needs YOU!

Hilary Fowler  
Chairperson.

You are invited to attend the Annual General Meeting of the Wakefield & District u3a on Friday 26 May 2023 to be held at 10 am at The Brookhouse, Barnsley Road, Wakefield WF1 5NU

The doors open for Registration at 10.00am

The AGM will start promptly at 10.30am

### **AGENDA**

1. To record apologies for absence
2. To approve the Minutes of the previous AGM, held on 20 May 2022
3. To receive the Chairman's Report
4. To receive the Hon Treasurer's Report
5. Resolution 1: To approve the new constitution, together with rules for the guidance of members.
6. Resolution 2: To approve subscriptions and rent contribution for the coming year 2023-24.  
Proposal:  
Individual subscription unchanged at £12 per annum  
Enhanced subscription to be raised to £15 per annum  
Rent contribution to be raised to £12 per ten-week term
7. To re-elect/elect: Chairman, Vice Chairman, Secretary and Treasurer.  
To re-elect/elect: Trustees to the Executive Committee.
8. Vote of thanks to:  
Retiring committee member  
Honorary Auditor
9. Closure of the Annual General Meeting

The short business meeting will be followed by "American Presidents, the good, the bad and the ugly" a talk by Simon Cork

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The doors open for Registration at 10.00am

**WAKEFIELD & DISTRICT u3a: AGM Friday 26<sup>th</sup> May 2023**

**Nomination Form for members of the u3a Executive**

**A member's permission MUST be obtained before making a nomination**

For the positions of Chairman, Vice Chairman, Secretary or Treasurer I nominate:

Position: .....

Name: .....

Proposed by ..... Seconded by.....

For the election of Trustees on the Executive Committee I nominate:

1..... 2.....

Proposed by ..... Seconded by .....

**Please return this form to a member of the executive committee 28 days before the AGM**

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1..... 2.....

Proposed by ..... Seconded by .....

**Please return this form to a member of the executive committee 28 days before the AGM**



Dated \*\*

Constitution of the charity named below, an unincorporated members' association, and a member of the Third Age Trust.

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Signed at first AGM or at adoption

This is a charity in England and Wales

Registered Charity Number:1002486

## Notes

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The constitution is in two parts.

**Part 1** covers the **purposes** of the charity and how its money and other property can be used. It also contains the powers to change the constitution and to wind the charity up.

**Part 2** sets out the **administrative provisions**, including membership, the appointment of charity trustees, members' and trustees' meetings and the powers available to the trustees in running the charity.

The provisions in **part 1** can only be changed by a 2/3rds majority of members present and voting at a general meeting whereas those in **part 2** only require a simple majority to make changes.

The members of the main u3a committee (or steering group for a new u3a) are the trustees of the Charity.

## Part 1

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### 1. Adoption of the constitution

This constitution was adopted on the .....

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

### 2. Name

The association's name is Wakefield & District University of the Third Age (u3a) (and in this document it is called the charity). It is a member of the Third Age Trust (hereinafter referred to as 'The Trust') (Registered Charity Number 288007).

### 3. Object

The charity's object ('the object') is the advancement of education, and in particular the education of older people and those retired from full time work, by all means including associated activities conducive to learning and personal development in Wakefield & District

### 4. Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:

- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the charity.

## 5. **Benefits and payments to charity trustees and connected persons**

### (1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public.
- (b) sell goods, services or any interest in land to the charity.
- (c) be employed by, or receive any remuneration from, the charity.
- (d) receive any other financial benefit from the charity; unless the payment is permitted by sub-clause (2) of this clause or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### (2) Scope and powers permitting trustees' or connected persons' benefits.

- (a) a charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that it is available generally to the beneficiaries of the charity. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (b) a charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (c) a charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

## 6. **Dissolution**

- (1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
  - (a) directly for the object.
  - (b) by transfer to any other u3a or u3as or The Trust or charities for purposes the same as, or similar to, the charity
  - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In **no** circumstances shall the net assets of the charity be paid to or distributed



among the members of the charity.

- (6) The trustees must notify both the Commission and The Trust promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.
- (7) The charity cannot continue to include the words or phrase University of the Third Age or u3a or any other similar configuration of words in its title or elsewhere if it ceases to be a member of The Trust.

#### 7. Amendment of constitution

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:
  - (a) the prior written consent of The Trust has been obtained.
  - (b) no amendment may be made that would have the effect of making the charity cease to be a charity at law.
  - (c) no amendment may be made to alter the object if the change would undermine or work against the previous objects of the charity.
  - (d) no amendment may be made to clause 3 (Object), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission and The Trust.
  - (e) any resolution to amend a provision of Part 1 of the constitution is passed by not less than two thirds of the members present and voting at a general meeting;
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that
  - (a) the prior written consent of The Trust has been obtained,
  - (b) any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting
  - (c) A copy of any resolution amending this constitution shall be sent to the Commission and to The Trust within twenty-one days of it being passed.

## 8. Membership

- (1) Membership is open to individuals as described in clause 3.
- (2)
  - (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
  - (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The trustees must keep a register of names and ~~addresses~~ of the members.

## 9. Termination of membership

Membership is terminated if:

- (1) The member dies
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members;
- (3) any sum due from the member to the charity is not paid in full within twelve weeks of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) annual membership or other fees are unpaid for twelve weeks 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 charity and
  - (c) The appropriate steps have been taken according to the charity's or The Trust's procedures.

## 10. General meetings

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution, unless this constitution replaces an earlier constitution in which case sub-clause (2) applies.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) Online and hybrid general meetings
  - (a) A general meeting (whether an annual general meeting or a special general meeting) may be held in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. Where the trustees determine that a general meeting is to be held by electronic means pursuant to this clause 10(3)(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.
  - (b) Where the 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.

(c) For the purposes of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of the 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 trustees 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) Where a general meeting is held solely in person members physically present in person or by proxy count towards the quorum of the relevant meeting

(f) If the meeting is to be held solely by electronic means pursuant to clause 10(3)(a), the place of the meeting shall be deemed to be the charity's registered office address

(g) Proceedings at a general meeting held by electronic means pursuant to clause 10(3)(a), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 10(3)(a), 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 12(2) is able to join the meeting successfully.

- (4) All general meetings other than annual general meetings shall be called special general meetings.
- (5) The trustees may call a special general meeting at any time.
- (6) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

#### **11. Notice**

- (1) If elections to the committee are required under this constitution, all members must be notified at least 28 clear days ahead of the election that nominations are requested and the closing date for the receipt of such nominations shall be at least 21 clear days after this notice is given.
- (2) If a resolution requiring the consent of two-thirds of the members will be proposed at the general meeting, then all members must be notified at least 21 clear days ahead of that meeting.
- (3) The minimum period of notice required to hold any general meeting of the charity (other than to consider a resolution for which a two-thirds majority of the members is needed) is fourteen clear days from the date on which the notice is deemed to have been given.
- (4) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (5) The notice must specify the date, time and place of the meeting and the general

nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

- (6) The notice must be given to all the members and to the trustees.

## **12. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) Five members entitled to vote upon the business to be conducted at the meeting;
  - (b) One tenth of the total membership at the time, whichever is the greater.
- (3) If:
  - (a) A quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) During a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (4) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## **13. Chair**

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

## **14. Adjournments**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

## **15. Votes**

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) 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 15(3).

- (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 trustees 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.
- (3) Proxies. 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 clause 15.2;
- (4) 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.
- (5) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

#### **16. Officers and trustees**

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the charity and in this constitution are together called 'the trustees'.
- (2) The charity should have the following officers:
  - (a) a Chair,
  - (b) a Vice chair,
  - (c) a Secretary; and
  - (d) a Treasurer.
- (3) Every trustee must be a paid-up member of the charity.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 19.
- (5) The number of trustees shall be not less than 5 and not more than 15.
- (6) Upon adoption of this constitution the charity will continue with the terms of membership for those trustees eligible to continue as trustees under the charity's previous constitution with the proviso that all and any transitional arrangements end before the third annual general meeting after this constitution is adopted.
- (7) The maximum total period of service of any trustee shall be nine years in any combination of roles whether or not the periods of service are contiguous.
- (8) No-one may hold any specific officer position or be an ordinary (non-officer) trustee for a continuous period in excess of three years without an interval of at least one year between the periods of service.
- (9) All trustees shall be elected annually but may be re-elected subject to the provisions in sections (7) to (8) of this clause.
- (10) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

#### **17. Appointment of trustees**

- (1) The charity at each annual general meeting shall elect up to 12 trustees (including officers).
- (2) The elected trustees may, at any time, co-opt up to three trustees until the next annual general meeting and may reappoint such co-opted trustees for one additional period which may not extend beyond the following annual general meeting or be excluded by clauses 16(7) to 16(8) whichever is the sooner.
- (3) The officers will normally be elected directly by the annual general meeting.
- (4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:
  - (a) is signed by a member proposing a candidate for a specified role who is entitled to vote at the meeting;
  - (b) is signed by an unconnected member seconding the same candidate for the same specified role who is entitled to vote at the meeting;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) In the event of a casual vacancy among elected or co-opted charity trustees, the charity trustees may appoint a person who is willing to act to be a charity trustee. A charity trustee so appointed shall hold office only until the next annual general meeting.
- (6)
  - (a) the appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed the number fixed in accordance with clause 16(5) of this constitution.
  - (b) the trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

#### **18. Powers of trustees**

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
  - (a) to raise funds for the charity or for a charity with the same or similar purposes. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them and in particular with other u3as, clusters of u3as and The Trust;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the object;

- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects or with any other u3a;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
  - (j) to open and operate such bank and other accounts as the trustees consider necessary;
  - (k) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
  - (3) Any properly constituted meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

#### **19. Disqualification and removal of trustees**

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

#### **20. Proceedings of trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Online trustees' meetings. A trustees' meeting or a meeting of a committee of the trustees may be held in person or by suitable electronic means agreed by the trustees or the members of the committee (as the case may be) in which each participant may communicate with all the other participants.
- (3) Any trustee may call a meeting of the trustees provided reasonable notice is given.
- (4) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (5) Questions arising at a meeting must be decided by a majority of votes.
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (7) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (8) The quorum shall be two or the number nearest to two-thirds of the total number of trustees, whichever is the greater or such larger number as may be decided from

time to time by the trustees.

- (9) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (10) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting. The person elected as the Chair shall chair meetings of the trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

#### **21. Conflicts of interests and conflicts of loyalties**

A charity trustee must:

- (1) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

#### **22. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid, notwithstanding the participation in any vote of a charity trustee:
  - (a) who is disqualified from holding office;
  - (b) who had previously retired or who had been obliged by this constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have



been void, or if the charity trustee has not complied with clause 21 (Conflicts of interests and conflicts of loyalties).

### **23. Delegation**

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book. Such a committee may have additional members who are not also trustees.
- (2) The trustees may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

### **24. Irregularities in proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; If, without:
  - (d) the vote of that trustee; and
  - (e) that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
  - (a) the trustees or
  - (b) any committee of the trustees or
  - (c) the charity in general meeting shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

### **25. Minutes**

The trustees must keep minutes of all:

- (1) Appointments of officers and other trustees made by the trustees;
- (2) Proceedings at meetings of the charity;
- (3) Meetings of the trustees and committees of trustees including:
  - (a) the names of the trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

## **26. Accounts, Annual Report, Annual Return**

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - (a) the keeping of accounting records for the charity;
  - (b) the preparation of annual statements of account for the charity;
  - (c) the transmission of the statements of account to the commission;
  - (d) the preparation of an Annual Report and its transmission to the commission;
  - (e) the preparation of an Annual Return and its transmission to the commission.
- (2) The charity must supply to The Trust such information about its membership as The Trust may require for the purposes of the charity being a member of The Trust.

## **27. Registered particulars**

The trustees must notify the commission promptly of any changes to the charity's entry on the Central Register of Charities

## **28. Property**

- (1) The trustees must ensure the title to:
  - (a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or on behalf of the charity, are vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the trustees of the charity as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time.

## **29. Repair and insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## **30. Notices**

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- (2) The charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom, the Isle of Man or the Channel Islands shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- (5) Proof of notice
  - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### **31. Rules**

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

### **32. Disputes**

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **33. Interpretation**

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause a. above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;

- (4) an institution which is controlled -
  - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
  - (b) by two or more persons falling within sub-clause(4)(a), when taken together;
- (5) a body corporate in which:
  - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause5(a) who, when taken together, have a substantial interest.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

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## RULES FOR THE GUIDANCE OF MEMBERS

### MEMBERSHIP:

1. A member of Wakefield and District u3a shall be a person who has correctly completed a membership form and paid the required subscription for the year in question.
2. Membership of Wakefield and District u3a is open to anyone of the third age who is semi-retired or retired.
3. All membership fees to be paid by 31 December.

### MEMBERS' RIGHTS:

1. Members of the Wakefield and District u3a can take part in any group run by the u3a in the membership year, subject to places being available and the payment of any necessary charges.
2. Members of the Wakefield and District u3a have the right to take part in any trips, events and celebrations organised by the u3a subject to places being available and fees being paid as necessary.
3. Members of the u3a have the right to put forward motions for discussion at the AGM.
4. Members of the u3a may stand for election to any of the offices and committees of Wakefield and District u3a with the correct nomination as contained in the constitution for the election of officers.
5. Members of the u3a have the right to vote at an AGM or special general meeting. Each member has one vote.

### MEMBERS' RESPONSIBILITIES:

1. Members are responsible for renewing their membership by the end of December.
2. Members should abide by the membership rules as set out in the constitution and in these rules.
3. All members of Wakefield and District u3a must abide by the constitution.
4. U3a members must agree with, uphold, and promote the ethos, aims and objectives of the u3a movement and Wakefield and District u3a. Failure to do so would make the member ineligible to be a member of the u3a.

DISCIPLINARY ACTION: Disciplinary action may be taken against a member as laid out in the constitution.

### ANNUAL GENERAL MEETING

Minutes of the Annual General Meeting held at Brookhouse, Barnsley Road, Wakefield on 20 May 2022

1. Present and apologies for absence:

There were 50 members present and entitled to vote. Apologies were received from 19 members listed below.

Michael Dufton opened the meeting and welcomed the members.

2. Minutes of the last meeting and any matters arising:

The minutes of the annual general meeting held on 19 November were agreed, proposed by Elaine Machell, seconded by June Walton. There were no matters arising.

3. Chairman's report:

Another six months have passed and gradually our u3a is returning to something like it was over two years ago. The reason why we are holding another AGM just six months after the last one is because the committee felt that November wasn't a good time so made the decision to move it to May. As AGMs have to take place every 12 months we could not leave it until May 2023.

This year we have 397 members and 37 groups are running. As I write this, Music Appreciation is looking for a leader.

We have held several successful events since November. In December a New Members Lunch was held at the Sun Inn at Lofthouse, we hope to make this an annual event. The Wind Band gave a very enjoyable Christmas Concert at Horbury Community Centre. In February a tour of the Archive Centre was so successful a second one was organised. In March we had a pleasant lunch for Group Leaders, also at The Sun Inn.

I now want to give my grateful thanks to my committee- Barbara, Hilary, Jenny, Michael D, Michael M and Paul for all the hard work they have put in during this very difficult time. Earlier this year, Barbara, our secretary, had to resign. I hope she will be able to return when her circumstances allow - she is very much missed.

We desperately need people to serve on the committee if our u3a is to survive and as I said last year "Nothing in u3a just happens, everything depends on you, its members. The more we share the tasks the stronger we will become.

4. Treasurer's report:

Good morning everyone, my name is Michael Manders, the hon treasurer and it is my responsibility to present the annual accounts to the AGM.

As you can see from the accounts this covers a period of seven months only. And I am sure you will have observed that we created a surplus of funds to the tune of £1800,16.

I realise that looks a particularly good result, but we need to bear in mind that a great deal of expenditure occurs in the following few months, so caution will be needed going forward.

Looking in more detail at the accounts, on the income side the only exception is the gift aid which covers two years' receipts.

On the expenses side probably the most outstanding item is the committee expenses, a breakdown of this is as follows:

Printing	£257.00
Afternoon tea	£187.00
Lunch for new members	£133.00
Members parking fines	£420.00
General running expenses	£313.48
Total	£1310.48

You will also notice that venue hire is £6080.00

Whereas venue contributions are £4843.00

If anyone has any questions I will try my best to answer them or you can contact me and I will do my best to resolve any queries.

I recommend these accounts to be approved by the meeting.

I would also like to take this opportunity to thank our auditor, Mr B Lister and hope a letter of thanks will be sent on behalf of Wakefield & District u3a.

5. Jenny Stephens read out the nominations to the committee, with proposers and seconders. Michael Dufton then asked for nominations from the floor. Hilary Fowler was nominated for chairman by Pauline Turney, seconded by Elaine Machell. As this was a contested election, ballot forms were given out to members. They were kindly totalled up by Neil Hansen, our speaker. The result was a win for Hilary Fowler. As the remainder of the roles were uncontested the chairman asked for a show of hands for each nominee. The following were all elected:

Michael Manders, Treasurer

Jenny Stephens, Secretary

Michael Dufton, Vice chair

Patricia Fay, Minutes Secretary

Val Carter, Trustee

Chris Thomason, Trustee

Michael Dufton then asked Hilary Fowler to take over chairing the meeting.

Hilary said that Paul Scott had also been nominated as trustee and she asked the meeting to confirm him on the committee. He was elected unanimously on a show of hands.



6. The next item on the agenda was to adopt a new constitution. Barbara Morris objected, on the basis that the membership had not had the opportunity to study this long document. Hilary Fowler accepted Barbara's argument and asked the meeting to agree to defer consideration of the proposed new constitution. This was passed on a show of hands. Hilary said a copy would be emailed to all the members but pointed out that there were hard copies available at the meeting for anyone who would prefer to look at a printed copy.
7. The treasurer had recommended that, in light of our u3a's financial situation the membership subscription should be increased, which the committee had agreed and now brought to the AGM. Acceptance of the fees below was proposed by Sandra Head, seconded by Ruth Padgett and agreed on a show of hands. Subscriptions for the membership year commencing in September 2022, will therefore be as follows:  
 Individual membership - £12 (up from £10)  
 Affiliated (for people who are members of another u3a) - £8 (up from £6)  
 Enhanced for members who wish to receive the Third Age Trust publication  
 Third Age Matters - £14.50 (up from £12.50).  
 It is noted that the cost of Third Age Matters has increased by 85p but the differential over the standard membership fee will remain the same for the coming year.  
 Proposed by Sandra Head, seconded by Ruth Padgett - carried
8. Hilary Fowler thanked the three committee members who have stood down since the AGM last November:  
 Hilary Elstone has been our valued chairman for the last three years and Hilary Fowler expressed her appreciation of Hilary Elstone's contribution.  
 Elaine Machell has served our u3a in various official roles for many years and we hope still to see lots of her now she has stood down from the committee.  
 We hope that Barbara Morris will feel able to return to the committee in due course when her current commitments have eased.  
 Hilary proposed a vote of thanks to Hilary Elstone, Barbara Morris and Elaine Machell and also to our honorary auditor, Mr Brian Lister.  
Carried on a show of hands.
9. There being no other business the meeting finished at 11.00am

Apologies were received from:

Andrew Cliffe	Jean Irvin	Paul Scott
Penny Cliffe	Bryan Lee	Rosamund Scott
Hilary Elstone	Liz Maher	Jenny Scrapps
Patricia Fay	Danny Parsonson	Shirley Wigglesworth
Scott Flaving	Beth Rudkin	Ju
Ann Glew	Florence Schoeb	
Geoff Glew	Christine Schofield	

## SOCIAL EVENTS TEAM

**Friday 2 June - Fish & Chip lunch at The Kingfisher**, 597 Denby Dale Rd, Calder Grove, Wakefield.

**Friday 23 June - Yorkshire**

**Lavender** - Yorkshire's original family-run Lavender Farm.

This will include coach transport.

**Tuesday 5 September - National Memorial**

**Arboretum** - This 150-acre site is a living, growing tribute to those who have served and continue to serve our country.

This will include coach transport.

**Monday 6 November - City Varieties, Leeds -**

**Gareth Malone** - Join Gareth for a joyous evening of song.

Events that include coach transport will depend on minimum numbers to take place.

For more information please email Barbara Morris on [babsamorris@gmail.com](mailto:babsamorris@gmail.com)

**Booking for these events will close on Thursday 4 May**

### Aviation/Military History Group News



Just before the Easter break, the Group concluded our Spring mini-season of meetings, the theme of which was Unsung Heroes of Military History. Did you know that a 19 year-old Wren actually devised the tactics which defeated the U-boats and secured victory in the Atlantic for the Allies? Did you know that Oscar Schindler was not the only employer to safeguard his Jewish workers? – a well-known Dutch radio manufacturer saved nearly 400 such workers from the concentration camps. Atlantic for the Allies? Did you know that Oscar Schindler was not the only employer to safeguard his Jewish workers? – a well-known Dutch radio manufacturer saved nearly 400 such workers from the concentration camps.

And kept them employed (*busily sabotaging the equipment they were forced to make for the German military*). Finally, bet you didn't know that the prototype Limpet Mine was constructed by

a caravan-maker using items such as mixing bowls, aniseed balls and sealing wax purchased from a local branch of Woolworths.

Neither did we until we started rooting around in the history books, web pages, and rusty, but still functioning, little grey cells of our members

Our principal Autumn season, which will hopefully commence in September, will be themed “Planes That Never Flew (or, at least, not very often).” Between now and then, we’ll be having one of our regular Planning Group Meetings – over lunch in a local restaurant! – and hope to be visiting the Avro Heritage Museum near Stockport when the weather improves.



## APRILS QUIZ

1. Which team has won the Rugby League Challenge Cup the most times?
2. How many spin offs of Star Trek are there?
3. How deep is the free diving world record?
4. Which team has raced in every season of F1?
5. What is a sky hook?
6. How is Knackwurst made?
7. Which actor played Dr. Kildare?
8. Who wrote the “Where’s Wally?” books.
9. How many bottles of Champagne in a Methuselah?
10. What colour is most toilet paper in France?

## GARDENING JOBS FOR MAY.

With the arrival of May the days are getting warmer and longer. Summer is on it's way and the garden is bursting into life. Soon we will be running to catch up as the rate of growth increases. Its time to plant out summer flowers, prepare for Autumn planting and tidy up Spring plant.

1. Start planting out summer bedding towards the end of the month once the likelihood of frost has passed.
2. As Spring bulbs fade, nip of the flower heads to prevent them setting seed. Feed with a liquid fertilizer and allow them to die back.
3. Open greenhouse and cold frame doors and vents on warm days. Damp the floor with water to increase humidity.
4. Water either early in the morning or late at night to avoid evaporation. Water directly at the root. Try where possible to water from the bottom. Collect as much rainwater as you can.
5. Thin out hardy annuals.
6. Plant up Summer hanging baskets. Make a mix of good quality peat free compost, water retaining crystals and slow-release fertilizer.
7. Harden off dahlias and cannas
8. Divide herbaceous perennials to increase your stock and to give to friends.

9. Divide Hosta's as they come into growth. Keep an eye out for powdery mildew on shrubs. Treat with a fungicide.
10. Prune back penstemons. Cut back to the bottom of old shoots.
11. Lightly cut back and tidy late flowering honeysuckle. Leave major pruning to the winter.
12. Take cuttings from fuchsia, pelargoniums, shrubby herbs, and spring flowering shrubs.
13. Tidy in any climbers before they get heavy and fall off their supports.
14. Tidy and prune overcrowded early flowering clematis.
15. Trim back Lavender. Remove flowerheads and about 1 inch of growth. Top dress and feed containers and pots.
16. Continue to control weeds.

Vegetable garden:

1. Continue to earth up spuds.
2. Harvest Asparagus spears before they are 18 inches high.
3. Direct sow spinach, carrot and lettuce.
4. Harden off tomatoes, courgettes, and pumpkins.
5. Pinch out growing tips of broad beans.
6. Make supports for your runner beans.
7. Support peas with twiggy branches.
8. Keep on top of weeding.