

WARE U3A CONSTITUTION
CONSTITUTION OF THE WARE UNIVERSITY OF THE THIRD AGE (U3A),
A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION

1. NAME

The name shall be WARE U3A (in this Constitution hereafter referred to as 'The U3A').

2. OBJECT & POWER

The object of The U3A is:

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.

The U3A has the power to do all such lawful things as may be necessary for the attainment of the above object, except any precluded elsewhere in this Constitution.

3. 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 elected Executive Committee, herein referred to as The Committee, constituted by clause 5 of this constitution. Title to any property shall be held on behalf of The U3A in such manner as the Committee thinks fit from time to time and in ways permitted by charity law.

Ware U3A is registered as a charity in England and Wales. The charitable purposes may only be altered with the prior consent of the Charity Commission. All current members of The Committee are Trustees of the Charity.

In furtherance of the charitable purposes but not otherwise, The Committee may exercise the following powers to:

- i. raise funds and to invite and receive contributions for The U3A by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
- ii. receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The U3A and its charitable purposes and to hold and apply any funds so acquired for the charitable purposes (subject to any restricted funds being applied to the relevant restricted purposes);
- iii. buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal);
- iv. sell, lease or otherwise dispose of all or any part of the property of The U3A, subject to any consents required by law;
- v. co-operate with other charities, voluntary bodies and statutory authorities;
- vi. support any charitable organisations with regard to the pursuit of The U3A's charitable purposes;
- vii. appoint and constitute such advisory committees as the Committee may think fit;
- viii. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- ix. publish, supply and make available books, pamphlets, reports, leaflets, journals, instructional matter, educational materials and aids of all kinds, whether in printed, electronic or any other forms;
- x. associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust in any way;
- xi. do all such other lawful things as are appropriate to the pursuit of the charitable purposes and the delivery of benefit to the public in accordance with the charitable purposes.

4. MEMBERSHIP

- i. Membership of The U3A shall be open to individuals who are in their Third Age and are interested in participating in and furthering the work of The U3A, provided that they agree to abide by this constitution and any membership conditions properly imposed by the Committee and to pay the annual subscription as determined by the Committee and approved by the membership at an Annual General Meeting. No individual may be admitted to membership if the Committee considers that they do not meet these conditions.
- ii. The Annual Subscription shall be due on the 1st January each year.
- iii. Every individual paid-up member shall have one vote.
- iv. Members are bound by, and shall observe, any membership conditions and any disciplinary code of Ware U3A.
- v. The Committee may terminate the membership of any individual if:
 - a) annual membership or other fees are unpaid 3 months after the due date;
 - b) 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 shall have the right to be heard by The Committee before a final decision is made, supported as necessary by a friend acting in a personal capacity.

5. THE MANAGEMENT

- i. The Management of The U3A shall be vested in a Committee of not less than 8 members and not more than 16 members.
- ii. The Committee may in addition appoint not more than 6 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.
- iii. Persons with special expertise, but not paid-up members, may be invited by The Committee to serve. They shall have no voting rights and their service term shall expire at the next Annual General Meeting.
- iv. Vacancies on The Committee which arise through resignation or termination during the year can be filled by a paid-up member who 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.

6. ELECTION OF MEMBERS OF THE COMMITTEE

- i. The election of members of The Committee shall be held at the Annual General Meeting of The U3A and the newly elected Committee shall take office at the conclusion of that Meeting.
- ii. Nominations duly agreed to by the nominee shall be proposed, seconded and delivered to the Secretary in writing at least 35 days before that meeting.
- iii. The positions of Chairman, Vice Chairman, Treasury Team, Secretary, Membership Secretary and Groups Coordinator Team shall be voted specifically at each AGM. Additional Committee Members shall be individually voted on to The Committee so that the total number of Committee Members is no more than 16. The first Committee Meeting after the AGM will allocate specific roles to those further members as required, and notified to members.
- iv. Committee Members shall serve for a period of up to 3 years, re-elected annually at the AGM. Retiring Committee Members may stand for re-election to a different office whereon he or she may serve for up to 3 years in that office, re-elected annually at the AGM, but may not serve more than a total of six years on The Committee. A person who has left The Committee having served for a full term of 6 years may not be re-elected to The Committee for 2 years.
- v. In the event of no nominations being received for one or more of The Committee posts a majority decision can be taken by The Committee to ask the retiring member to stay until the next AGM.
- vi. The request for Members to stand down from The Committee shall be subject to a Special General Meeting, in accordance with the provisions set out in section 9.

7. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- i. The Committee shall hold at least 4 ordinary meetings each year.
- ii. 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 be chairman of the meeting before any business is transacted.
- iii. The quorum for any Committee meeting shall be a minimum of one half of The Committee at that time and every matter shall be determined by a majority of votes of the members of The Committee present but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote. This shall also apply to the AGM.
- iv. The Secretary shall keep minutes of the proceedings of all Committee, Annual or Special General Meetings which should incorporate reports of any sub-committees.
- v. The proceedings of The Committee shall not be invalidated by any defect in the appointment, election or co-option of any member of The Committee or sub-Committee.
- vi. The 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.
- vii. The Committee may appoint sub-committees consisting of at least one of its paid-up members for the purpose of performing any function or duty which in the opinion of The Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceeding of any such sub-committees shall be fully and promptly reported to The Committee.

8. ANNUAL GENERAL MEETING

- i. There shall be an Annual General Meeting of The U3A which shall be held on such date as The Committee may determine in each calendar year. This date will be communicated to the membership 3 months before the date of the AGM, including a call for nominations for membership of The Committee. The notification of the date will also request any special motions members wish to submit, delivered to the Secretary in writing at least 35 days before the AGM.
- ii. Every Annual General Meeting shall be called by The Committee. This formal notice shall give at least 21 days' notice of the Annual General Meeting to all the members of The U3A. The notice shall specify that the meeting is the Annual General Meeting and shall set out the business of the meeting, including resolutions to be proposed, and shall provide information about proposals for the election of Officers and non-Officer members of the Committee to be made at that meeting. All members of The U3A shall be entitled to attend and vote at the meeting.
- iii. The Committee shall present to each Annual General Meeting the trustees' report and annual accounts of The U3A for the preceding year.
- iv. The Committee shall seek approval for the appointment of any independent examiner or auditor for the accounts from the membership at the Annual General Meeting, if permitted or required to do so by charity law.
- v. Any proposals to amend the constitution subject to clause 17 shall be considered at the Annual General Meeting as shall any other business as set out in the notice.

9. SPECIAL GENERAL MEETING

The Committee may call a Special General Meeting of The U3A at any time or if at least 10% of the paid-up members request such a meeting in writing stating the business to be considered. The Secretary shall call such a meeting giving at least 35 days' notice stating the business to be discussed.

10. FINANCE

- i. The financial year of The U3A shall end on such date as the Committee shall decide, provided always that the financial year must be in accordance with applicable charity law requirements and the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.
- ii. The funds of The U3A shall be paid into such accounts as the Committee may open in the name of The U3A. All transactions on such accounts shall be carried out in accordance with the terms of that account as agreed with the account provider and approved and accepted by the Committee from time to time. Only members of the Committee, authorised by the Committee to do so, may arrange and authorise any transaction on any of The U3As accounts and dual authorisation shall normally be required for all transactions.
- iii. The Committee shall determine the financial controls and procedures to be followed by The U3A including, but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.
- iv. The funds belonging to The U3A shall be applied only in furthering the charitable purposes of The U3A.
- v. 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 by a member of the Committee in the discharge of his or her duties for The U3A.
- vi. All proper costs, charges and expenses incidental to the management of The U3A and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of The U3A.

11. PROPERTY

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 his/her designated role until such time as the member's tenure of office ceases or The Committee request its return.

12. ACCOUNTS

The Committee shall comply with its obligations under charity law, and observe applicable time limits in the case of obligations to file items with the Charity Commission, with regard to:

- i. the keeping of accounting records for The U3A;
- ii. the preparation of annual statements of account and a trustees' report for The U3A;
- iii. the audit or independent examination of the statements of account of The U3A (if required by law);
- iv. the making of a charity annual return to the Charity Commission;
- v. the transmission of the statement of accounts and trustees' report of The U3A to the Charity Commission.

13. ANNUAL REPORT

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission

14. 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 paid-up 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 2 (Objects & Powers), Clause 15 (Dissolution) or this Clause without the prior written consent of the Commissioners.
- iii. No amendment may be made which would effectively make The U3A cease to be a charity at law.
- iv. The Committee shall send to the Charity Commission a copy of any amendment made under this clause.

15. DISSOLUTION

If The Committee decides that it is necessary or advisable to dissolve The U3A it shall call a Special General Meeting of all paid-up members of The U3A, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting The Committee shall have power to realize any assets held by or on behalf of The U3A. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to 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.

16. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

- i. Notices of meetings, documents and other communications from The U3A to a member may be sent by electronic communication provided The U3A wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The U3A. It is the responsibility of that member to notify The U3A of any change to that address and to comply with any security and other procedures determined by the Committee for such communications. A member may opt to return to hard copy communications at any time.
- ii. Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.
- iii. The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- iv. There shall be a quorum when at least 15% of the number of members of The U3A, are present at any General Meeting.
- v. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened at the request of the members shall be dissolved. In any other case it shall be adjourned to another day and time as the 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.
- vi. The Chairman of The U3A shall be the Chairman of any General Meeting at which he or she is present. In the absence of the entitled Chairman, the Committee Members present shall have the power to elect a Chairman for the meeting.
- vii. If there is a tied vote the Chairman of the meeting has a single casting vote.