

Watford Park



CONSTITUTION

Of the

WATFORD PARK University of the Third Age (U3A), a member of the Third Age Trust as an Unincorporated Association, (Charity No 1123484)

This constitution was last updated by the membership at the Annual General Meeting held on 22nd. January 2019

I certify that this is a true copy

R. Duckling (*signature not published for security reasons*)

Signed

Chairman

Date of Certification 25th Feb. 2019

1.0 NAME

The name of the charity is **Watford Park U3A** hereinafter referred to as "The U3A"

2.0 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 7 of this constitution.

3.0 CHARITABLE PURPOSES (OBJECTS)

The charitable purpose 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.

4.0 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 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, instructional matter and to produce films and videos.
- (x) Power to 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) Power to make and alter regulations for the conduct of the affairs of The U3A (provided such regulations are not inconsistent with this constitution) and do all such other lawful things as are necessary for the achievement of the Objects.

5.0 MEMBERSHIP

- (i) Membership of The U3A shall be open to individuals in their Third Age (being the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) who are interested in participating in and furthering the work of The U3A and who have paid the annual subscription as determined by the Executive Committee and notified to the membership at an Annual or Special General Meeting, provided that they agree to abide by this constitution and any regulations and conditions properly imposed by the Executive Committee.
- (ii) Every individual member shall have one vote.
- (iii) Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.
- (iv) The Executive Committee may terminate the membership of any individual:
 - a) If annual membership or other fees are unpaid one calendar month after the due date, or
 - b) 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 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.

6.0 OFFICERS

At the Annual General Meeting of The U3A the members shall elect from amongst

themselves a chairman, a vice-chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting. The Officers shall by virtue of holding their office be members of the Executive Committee. An individual may only serve in one Officer role at a time.

7.0 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) The Executive Committee shall consist of not fewer than **five** and not more than **twelve** members, being:
 - (a) The Officers specified in Clause 6 above.
 - (b) Not fewer than **one** and not more than **eight non-Officer** members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving as an Officer or non-Officer member of the Executive Committee of any other U3A.
- (ii) The Executive Committee may in addition appoint not more than **four** co-opted members, who must be Watford Park U3A members, provided the total of committee members does not exceed **twelve**. Co-opted members shall have full voting rights and the same accountabilities and responsibilities as elected Executive Committee members. Co-opted members will hold office until the next Annual General Meeting. At that meeting a retiring co-opted member may be proposed for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this Constitution. An individual cannot be co-opted more than three times in succession.
- (iii) All members of the Executive Committee, including co-opted members, are automatically trustees of The U3A.
- (iv) Persons who need not be members of the Watford Park U3A may be invited to attend by the Executive Committee because of their special expertise. They shall have no voting rights.
- (v) Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled by appointment from the membership and such an appointee until the next Annual General Meeting and shall be eligible for re-election in the prescribed manner at that 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, provided that the committee remains quorate.
- (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 charity law.
 - (b) becomes incapable by means 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 **three** 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 as set out under the Trustee Code of Conduct 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 **twenty one** days from the receipt of the notification).
- (f) ceases to be a member of The U3A.
- (g) becomes an Officer or non-Officer member of the Executive Committee of any other U3A.

8.0 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) *Terms of office and limits on periods of service.*
 - (a) Officers and the non-Officer Committee members shall serve for a period of **three** years and then retire. A retiring Officer (other than the Chairman and the Vice-Chairman) or non-Officer Committee member may stand for re-election provided he remains a member of The U3A. Officers (other than the Chairman and the Vice-Chairman) and non-Officer Committee members may not serve more than **two** terms of office.
 - (b) No-one may hold the office of Chairman or Vice-Chairman for more than **three** consecutive years without an intervening period of at least **one** year except that a retiring Vice-Chairman may stand immediately for the post of Chairman.
- (iv) If insufficient nominations are received to fill the vacancies for Officers/Non-Officer 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 is 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.
- (v) In the event of no nominations being received for one or more of the 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.

9.0 MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall hold at least **four** ordinary meetings each year.
- (ii) A special meeting may be called at any time by the Chairman or by any **two** members of the Executive Committee upon not fewer 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 fewer than **twenty one** days must be given.
- (iii) 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 Executive Committee shall choose one of their number to be chairman of the meeting before any business is transacted.
- (iv) 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.

- (v) 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 Chairman of the meeting shall have a second or casting vote.
- (vi) 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. The Executive Committee may provide a redacted version of the minutes by removing sensitive or personal details.
- (vii) 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.
- (viii) 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.
- (ix) 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.

10.0 FINANCE

- (i) The funds of The U3A, including all donations, contributions and bequests, shall be paid into one or more bank accounts operated by the Executive Committee in the name of Watford Park U3A at such bank or banks as the Executive Committee shall from time to time decide. All cheques drawn on Watford Park U3A must be signed by two authorised signatories appointed by the Executive Committee, at least one of whom must be a Trustee.
- (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 Executive 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.

11.0 PROPERTY

- (i) All property of The U3A shall be applied solely towards the Objects of The U3A.
- (ii) Ownership of property is vested in The U3A and items may with the agreement of the Executive Committee be transferred on a temporary basis to an authorised member's home in pursuance of his/her designated role until such time as the member's tenure of office ceases or the Executive Committee request its return.

12.0 ACCOUNTS

The Executive Committee shall comply with their 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 the independent examination of the statements of account of The U3A;
- (iv) the making of a charity annual return to the Charity Commission
- (v) the transmission of the statements of account and trustees' report of The U3A to the Charity Commission.

13.0 ANNUAL REPORT

The financial year of The U3A shall end on such date as the Executive Committee shall decide and the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.

14.0 ANNUAL GENERAL MEETING

- (i) The Annual General Meeting of The U3A shall be held on such date as the Executive Committee may determine in each calendar year.
- (ii) Every Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least **twenty one** 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 Committee members of the Executive Committee to be made at that meeting. All the members of The U3A shall be entitled to attend and vote at the meeting.
- (iii) The Executive Committee shall present for approval to each Annual General Meeting the trustees' report and annual accounts of The U3A for the preceding financial year.
- (iv) The Executive Committee shall seek approval for the appointment of an examiner for the accounts.
- (v) 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 **twenty eight** days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (vi) Any proposals to amend the constitution subject to clause 17 hereof shall be considered at the Annual General Meeting and any other business published in the notice.

15.0 SPECIAL GENERAL MEETING.

The Executive Committee may call a Special General Meeting of The U3A at any time or if at least **fifteen per cent** of the membership request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least **twenty one** days notice shall be given. The notice must state the business to be discussed.

16.0 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 **fifteen per cent** of the membership are present at any General Meeting.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- (iv) 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 stand adjourned to such suitable day and time as the Executive Committee may direct, provided that **twenty one** 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 constitute a quorum.
- (v) The Chairman of the U3A shall be the Chairman of the General Meeting. If the Chairman of the U3A is unable to be present then the Vice-Chairman of the U3A, or another person chosen by the Executive Committee shall be Chairman of the meeting..
- (vi) If there is a tied vote the Chairman of the meeting shall have a single casting vote.

17.0 ALTERATIONS TO THE CONSTITUTION.

- (i) Subject to the following provisions of this clause, this constitution may be altered by a resolution passed by not less than **two thirds** of the members present and voting at a Special or Annual 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 18 (the Dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
- (iii) No amendment may be made which would have the effect of making The U3A cease to be a charity at law.

The Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

18. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve The U3A it shall call a Special General Meeting of all members of The U3A, of which not fewer than **twenty one** days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a **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 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. A copy of the statement of accounts or account and statement, for the final accounting period of The U3A must be sent to the Charity Commission.