



## CONSTITUTION FOR WELLS u3Aa

*CONSTITUTION OF THE CHARITY NAMED ABOVE, AN UNINCORPORATED MEMBERS ASSOCIATION,  
AND A MEMBER OF THE THIRD AGE TRUST*

THIS IS A CHARITY IN ENGLAND AND WALES, REGISTERED CHARITY NUMBER, 1023275

This constitution was adopted by the membership at the AGM held on 3<sup>rd</sup> November 2023

**I certify that this is a true copy,**

**Signed: J A Williams**

**Office:** Administration Secretary

**Name** Jennifer Williams

**Date:** 3<sup>rd</sup> November 2023

### 1. NAME

The name of the charity is Wells University of the Third Age hereinafter referred to as 'Wells u3a'.

### 2. PROPERTY AND ASSETS

Subject to the matters set out below, Wells u3a and its property and other assets shall be administered and managed in accordance with this constitution, by the members of the Executive Committee.

### 3. CHARITABLE PURPOSE

**The charitable purpose of Wells 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 in Wells and its surrounding locality.**

As Wells u3a is registered as a charity in England and Wales the charitable purposes of Wells u3a may only be altered with the prior consent of the Charity Commission.

### 4. POWERS

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

- i. raise funds and to invite and receive contributions for Wells 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 Wells 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 Wells 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 Wells u3a's charitable purposes;
- vii. appoint and constitute such advisory committees as the Executive 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.

## **5. MEMBERSHIP**

- i. Membership of Wells u3a shall be open to individuals who are in their Third Age and are interested in participating in and furthering the work of Wells u3a, provided that they agree to abide by this constitution and any membership conditions properly imposed by the Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual or Special General Meeting. No individual may be admitted to membership if the Executive Committee considers that they do not meet these conditions.
- ii. Every individual member shall have one vote.
- iii. Members are bound by and shall observe any membership conditions and any disciplinary code of Wells u3a.
- iv. The Executive Committee may terminate the membership of any individual:
  - (a) if annual membership or other fees are unpaid one month 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 Wells u3a; provided that in the case of proposed expulsion at the end of a disciplinary procedure, the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made.

## **6. HONORARY PRESIDENT**

- i. The members of Wells u3a may (but do not have to) elect an Honorary President at the Annual General Meeting. If they do so, the person so appointed will serve until the next Annual General Meeting. A retiring Honorary President may be reappointed for a further term. There is no limit on the number of terms that may be served. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Executive Committee, but may be invited to attend any Executive Committee meeting at the decision of the Executive Committee and shall be entitled to attend the Annual General Meeting as a guest.

## **7. EXECUTIVE COMMITTEE AND OFFICERS**

- i. The management of Wells u3a shall be vested in the Executive Committee, which shall be the governing body of Wells u3a and its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of Wells u3a, may exercise all the powers of Wells u3a and shall deal with the administration, management and control of the affairs and property of Wells u3a.
- ii. There must be at least seven and not more than fifteen u3a members appointed to the Executive Committee. 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 local u3a.

### *iii. Officers*

The Officers are the Chair, not more than two Vice Chairs, Treasurer and Secretary. 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.

### *iv. Appointment of Officers*

The Officers shall be appointed by decision of the Executive Committee. The Officers shall be appointed annually, from amongst the Executive Committee members, by decision of the Executive Committee at its first meeting after each Annual General Meeting.

### *v. Appointment of other members of the Executive Committee*

At every Annual General Meeting all the members of the Executive Committee, including those serving as Officers, shall retire.

### *vi. Terms of office and limits on periods of service*

- (a) Non-Officer members of the Executive Committee have a one-year term of office. The maximum total period of service of any officer or non-officer shall be nine years in any combination of roles whether or not the periods of service are contiguous.
- (b) Officers other than the Treasurer have a one-year term of office. The maximum total period of service of any officer or non-officer shall be nine years in any combination of roles whether or not the periods of service are contiguous.

- (c) The Treasurer has a one-year term of office and may serve not more than six terms as Treasurer. For the avoidance of doubt, if a Treasurer serves less than this period and ceases to serve as Treasurer, he/she could be appointed to another Officer role or could serve as a non-Officer.
- (d) Subject to the provisions regarding the Treasurer above, no individual may serve more than a maximum of nine years in any combination of Officer roles or any combination of non-Officer member and Officer roles.

vii. *Nomination and election of candidates*

Prior written nomination of any candidate for appointment as a member of the Executive Committee at an Annual General Meeting shall normally be required, made by a proposer and seconder from amongst the membership of Wells u3a (not being themselves Officers or non-Officer members of the Executive Committee), to be in the hands of the Secretary of Wells u3a at least 28 days before the meeting. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. Otherwise, nominations of candidates and the conduct of voting for appointments shall be dealt with in accordance with the Standing Orders of Wells u3a or, if there are no Standing Orders, as determined by the Executive Committee. However, if there are insufficient candidates standing for the vacancies the Chair of the meeting may, as a last resort, appeal for any willing member present to agree to stand. A vote must be taken and carried by a simple majority for such an appeal for volunteers at the meeting to be permitted. Any willing candidate may then come forward and be proposed to the meeting for appointment in accordance with the Constitution

viii. *Casual vacancies – Officers and Executive Committee*

The Executive Committee may fill any vacancy arising amongst the Officers or the non-Officer Executive Committee members, until the following Annual General Meeting. Any such appointee must be a member of Wells u3a. A person so appointed, who shall have full voting rights, may stand for appointment to a first full term at that meeting.

ix. *Co-options to Executive Committee*

The Executive Committee may in addition appoint not more than two co-opted u3a members to the Executive Committee, who shall have full voting rights and hold office until the next Annual General Meeting. At that meeting a retiring co-opted member could be proposed for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution; provided always that an individual cannot be coopted more than three times in succession.

## **8. DEFECTS IN APPOINTMENTS**

- i. 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.

## **9. CESSATION OF OFFICE – EXECUTIVE COMMITTEE MEMBERS**

- i. A member of the Executive Committee shall cease to hold office if he/she:

- (a) is disqualified from acting as a member of the Executive Committee by virtue of charity law;
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
- (c) is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his/her office be vacated;
- (d) is removed by resolution of the Executive Committee for significant misconduct under the Trustee Code of Conduct, which may only be passed after the completion of the disciplinary procedure set out in that Code;
- (e) notifies in writing to the Executive Committee a wish to resign (but only if at least seven members of the Executive Committee will remain in office when the notice of resignation is to take effect which shall be at least 21 days from the receipt of the notification);
- (f) ceases to be a member of Wells u3a;
- (g) becomes an Officer or non-Officer member of the Executive Committee of any other u3a.

## **10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- i. The Executive Committee shall hold at least four meetings each year.
- ii. Additional meetings may be called at any time by the Secretary on behalf of the Chair or by any two members of the Executive Committee, upon not less than seven days' notice being given to other members of the Executive Committee of the matters to be discussed, unless it concerns the appointment of a co-opted member, in which case not less than 21 days' notice must be given.
- iii. The Chair shall chair the meetings and in his/her absence a Vice-Chair shall take over or, if there is no Vice-Chair present, the Executive Committee shall choose one of their number to be Chair 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 or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- v. Every decision shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes, the Chair of the meeting shall have a casting vote in addition to his/her own vote.
- vi. The Executive Committee shall ensure that minutes are taken of all its meetings and those of any sub-committees and are available for inspection should a member request it.
- 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 (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.

- viii. The Executive Committee may appoint sub-committees including 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 subcommittees shall be fully and promptly reported to the Executive Committee. The Executive Committee shall authorize the terms of reference of sub-committees and may alter them from time to time. Sub-committees may make proposals to the Executive Committee but may not make decisions and they shall not have any expenditure authority.
- 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 willful 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.
- x. 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.

## **11. FINANCE**

- i. The financial year of Wells u3a shall end on such date as the Executive 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 Wells u3a shall be paid into such accounts as the Executive Committee may open in the name of Wells 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 Executive Committee from time to time. Only members of the Executive Committee, authorized by the Executive Committee to do so, may arrange and authorize any transaction on any of Wells u3a's accounts and dual authorization shall normally be required for all transactions.
- iii. The Executive Committee shall determine the financial controls and procedures to be followed by Wells 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 Wells u3a shall be applied only in furthering the charitable purposes.
- v. 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 by a member of the Executive Committee in the discharge of his duties for Wells u3a.
- vi. All proper costs, charges and expenses incidental to the management of Wells u3a and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of Wells u3a.

## **12. PROPERTY**

- i. All property of and held on behalf of Wells u3a shall be applied in accordance with charity law.

- ii. Title to any property shall be held on behalf of Wells u3a in such manner as the Executive Committee thinks fit from time to time and in ways permitted by charity law.

### **13. ACCOUNTING AND REPORTING**

- i. The Executive 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:
  - (a) the keeping of accounting records for Wells u3a;
  - (b) the preparation of annual statements of account and a trustees' report for Wells u3a;
  - (c) the audit or independent examination of the statements of account of Wells u3a (if required by law);
  - (d) the making of a charity annual return to the Charity Commission;
  - (e) the transmission of the statement of accounts and trustees' report of Wells u3a to the Charity Commission.

### **14. ANNUAL GENERAL MEETING**

- i. There shall be an Annual General Meeting of Wells u3a which 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. This formal notice shall give at least 21 days' notice of the Annual General Meeting to all the members of Wells 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 Executive Committee to be made at that meeting. All members of Wells u3a shall be entitled to attend and vote at the meeting.
- iii. Online and hybrid general meetings
  - a. A general meeting (whether an annual general meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held by electronic means pursuant to this clause 14 (iii), 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 count towards the quorum for the relevant meeting.
- e. If the meeting is to be held solely by electronic means pursuant to clause 14 (iii), the place of the meeting shall be deemed to be the charity's registered office address.
- f. Proceedings at a general meeting held by electronic means pursuant to clause 14 (iii), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 14 (iii), 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 16 (iv) is able to join the meeting successfully.
- g. Voting: 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.
- iv. The Executive Committee shall present to each Annual General Meeting the trustees' report and annual accounts of Wells u3a for the preceding year.
- v. The Executive 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.
- vi. 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.

## **15. SPECIAL GENERAL MEETING**

The Executive Committee may call a Special General Meeting of Wells u3a at any time and if at least 10% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice shall be given. The notice must state the business to be discussed.

## **16. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS**

- i. Notices of meetings, documents and other communications from Wells u3a to a member may be sent by electronic communication provided Wells u3a wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to Wells u3a. It is the responsibility of that member to notify Wells u3a of any change to that address and to comply with any security and other procedures determined by the Executive 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 Executive Committee shall keep a full record of proceedings at every General Meeting of Wells u3a.
- iv. There shall be a quorum when at least 10% of the number of members of Wells 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 Executive Committee may direct provided 21 days' notice is given to all members. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
- vi. The Chair of Wells u3a shall be the Chair of any General Meeting at which he is present. In the absence of the entitled Chair, the Executive Committee members present shall have the power to elect a Chair for the meeting.
- vii. If there is a tied vote the Chair of the meeting has a single casting vote.

## **17. ALTERATIONS TO THE CONSTITUTION**

- i. Subject to the following provisions of this clause, the Constitution may be altered in any way by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the details of the alterations proposed.
- ii. The prior consent of the Third Age Trust must be requested for any proposed alterations to Wells u3a's constitution. Wells u3a may proceed with the proposed changes:
  - (a) at any time after specific consent has been received from the Third Age Trust; or
  - (b) when four weeks have passed since the consent request was delivered and the Third Age Trust has not notified Wells u3a of any objection to the proposals.
- iii. As Wells u3a is a registered charity, no amendment may be made to clause 3 (Charitable Purposes) without the prior consent in writing of the Charity Commission.
- iv. No amendment may be made which would have the effect of making Wells u3a cease to be a charity at law.

The Executive Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission as Wells u3a is registered.

## **18. DISSOLUTION**

- i. If the Executive Committee decides that it is necessary or advisable to dissolve Wells u3a it shall call a Special General Meeting of all members of Wells 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 Executive Committee shall have power to realise any assets held by or on behalf of Wells u3a. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:

(a) Any one or more local u3as, which are charities and have charitable purposes similar to those of Wells u3a, as determined by the members of Wells u3a; or

(b) To the Third Age Trust (registered charity in England and Wales no. 288007).

ii A copy of the statement of accounts and relevant reports, for the final accounting period of Wells u3a, must be sent to the Charity Commission if Wells u3a is registered.

Reviewed: March 2023

Policy Review Date: March 2025