

**CONSTITUTION OF THE WITHAM AND DISTRICT (ESSEX) UNIVERSITY OF THE
THIRD AGE (U3A)**

(A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION)

1. NAME

The name of the Charity is ‘The U3A Witham and District (Essex)’, hereinafter referred to as ‘The U3A’.

2. ADMINISTRATION

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

3. OBJECTS

The Objects of The U3A are:

(1) The advancement of education and, in particular, the education of older people and those who are retired from full time work in Witham and surrounding districts by all means, including associated activities conducive to learning and personal development

4. POWERS

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

- (1) 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 laws of England;
- (2) to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote any or all of the Objects of The U3A, and to hold funds in trust for the same;
- (3) to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (4) subject to any consents required by law, to sell, lease or dispose of all or any part of the property of The U3A;
- (5) 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;
- (6) to support any charitable trusts, associations or institutions formed for the achievement of any or all of the Objects;
- (7) to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (8) to organise and run conferences, lectures, seminars and courses;
- (9) to publish books, pamphlets, reports, leaflets, journals, instructional material and to produce films and videos;
- (10) to participate in and to assist in the development of area and regional groupings of U3As;
- (11) to do all such other lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

- (1) Membership of The U3A shall be open to individuals who are interested in supporting the Objects of The U3A and who have paid the annual subscription as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting or at a Special General Meeting called for that purpose provided that they agree to abide by this Constitution and by any conditions properly imposed by the Executive Committee. Membership of The U3A may also be open to any corporate body or unincorporated association which is interested in supporting the Objects of The U3A and which has paid the duly determined annual subscription, provided that they agree to abide by this Constitution and by any conditions properly imposed by the Executive Committee.
- (2) Every individual member shall have one vote.
- (3) Each member organisation shall be entitled to receive notice of and to attend general meetings of The U3A, having appointed an individual to represent it and having informed the Secretary of his/her details, but it shall have no voting rights.
- (5) The Executive Committee may and for good reason terminate the membership of any individual or member organisation if annual subscription or other fees are unpaid for three months after the due date, or if the member acts in a way which is prejudicial to The U3A or to the running of The U3A or which brings it into disrepute, provided that the individual member concerned or the appointed representative of the member organisation concerned shall have the right to be heard by the Executive Committee and/or to make written representation before a final decision is made. The individual member or representative of the member organisation may be accompanied by a friend who may also speak.

6. EXECUTIVE COMMITTEE

The management of The U3A shall be vested in an Executive Committee, consisting of the Honorary Officers and other members described in sub-clauses (1), (2) and (3) below, whose duty it shall be to carry out the general policy of The U3A and to provide for the administration, management and control of the affairs and property of The U3A.

(1) Honorary Officers

These shall be called respectively Chairman, Vice-Chairman, Secretary and Treasurer. A President may also be appointed provided that creation of such a post has been agreed at a General Meeting and is subject to the terms of clause 8(4) hereof.

(2) Other Members

In addition to the Honorary Officers, the Executive Committee shall consist of not less than three and not more than five other members, who shall be known as Ordinary Members.

(3) Co-opted Members

The Executive Committee shall have the authority to appoint not more than two co-opted members who shall have full voting rights on the Executive Committee and who shall serve until the next Annual General Meeting. Co-opted members may not serve as Honorary Officers under any circumstances.

(4) Persons who need not be members of The U3A may be invited by the Executive Committee to work with the Committee because of their particular expertise. Such persons shall have no voting rights and their period of service shall expire at the next Annual General Meeting.

(5) Vacancies on the Executive Committee which arise during the year through resignation or termination may be filled from the membership. Such an appointee shall complete the term of service of the Committee member replaced and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.

(6) 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.

- (7) 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 section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that Act);
 - (b) becomes incapable as a result 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 which bring The U3A into disrepute or of conduct prejudicial to The U3A or of failure to abide by the terms of this Constitution or decisions of the Executive Committee;
 - (e) notifies in writing to the Secretary 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 receipt of the notification.

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- (1) The election of members of the Executive Committee shall be held at the Annual General Meeting of The U3A.
- (2) The newly elected Executive Committee shall take office on 1 January following the Annual General Meeting, or in the event of the Annual General Meeting being later than 1 January, at the conclusion of the Annual General Meeting.
- (3) Honorary Officers and Other Committee members shall serve for a period of up to three years initially, and may then offer themselves for re-election for a further period of up to three years. Ordinary Committee Members who are elected to Honorary Officer positions during their three year term shall begin a new three year term from the date when they take up their new position. They may then serve for a maximum of two consecutive three year terms before standing down from the Executive Committee.
- (4) With the exception of Ordinary Members who become Honorary Officers and are therefore deemed to begin service from the date of taking up their Officer position, no member shall serve on the Executive Committee for more than six consecutive years. Members who have served for six consecutive years may offer themselves for re-election after an interval of at least two years.
- (5) An Honorary Officer who has served for six consecutive years in an Officer post, irrespective of any time served as an Ordinary Member prior to this, may not return to the Executive Committee as an Ordinary Member without the two year interval as in (4) above.
- (6) Nominations for election to the Executive Committee must be made by members in writing to reach the Secretary at least forty two days before the Annual General Meeting. Should the number of nominations exceed vacancies, election shall be by ballot of members attending the Annual General Meeting.
- (7) If insufficient nominations are received to fill vacancies for Honorary Officers or Other Committee members, the Executive Committee may, subject to an appropriate motion being carried by not less than two thirds of the members present, seek additional nominations at the Annual General Meeting.
- (8) In the event that no nominations are received to fill an Honorary Officer vacancy, the Executive Committee may by majority decision ask the retiring Officer to remain in his/her post until the next Annual General Meeting.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee shall hold at least four ordinary meetings in each financial year.
- (2) A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon giving seven days notice to the other members of the Executive Committee of the matters to be discussed. Where a special meeting is concerned with the appointment of a co-opted member, not less than twenty one days notice must be given.
- (3) The Chairman shall chair the Executive Committee meetings or, in his or her absence, the Vice-Chairman. Where the Vice-Chairman is also absent, the remaining members of the Executive Committee shall choose one of their number to be chairman at the meeting before any business is transacted and provided there is a quorum present.
- (4) Any duly elected President shall not be a member of the Executive Committee and shall not have voting rights.
- (5) There shall be a quorum when at least three members of the Executive Committee are present, one of whom must be an Honorary Officer.
- (6) Every matter shall be determined by a simple majority of those members of the Executive Committee present and voting on the matter, except where there is an equality of votes in which case the Chairman of the meeting shall have a second and deciding vote.
- (7) The Secretary or his/her appointed deputy shall keep minutes of the proceedings at Executive Committee and at any sub-committee meetings. These minutes shall be available for inspection should a member so request it.
- (8) The Executive Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and custody of its documents, provided that no such rule may be made which is inconsistent with this Constitution.
- (9) The Executive Committee may appoint sub-committees, which should consist 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 expeditiously or effectively undertaken 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.
- (10) 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.

9. FINANCE

- (1) The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of The U3A at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two Executive Committee members duly authorised by formal resolution of the Executive Committee.
- (2) All funds belonging to The U3A shall be applied only to further the Objects of The U3A.
- (3) No funds shall be transferred in any way to Executive Committee members or to non-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 The U3A's work.
- (4) All proper costs, charges and expenses related to the management of The U3A and to membership of the Third Age Trust may be defrayed from the funds of The U3A.
- (5) The financial year of The U3A shall end on 30th September in each year.

10. PROPERTY

- (1) All property of The U3A shall be applied only to further the Objects of The U3A.

- (2) Ownership of property is vested in The U3A. Items may with the agreement of the Executive 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 return of such items is requested by the Executive Committee.

11. ACCOUNTS

The Executive Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) and in accordance with best accounting practice in relation to:

- (1) the keeping of accounting records for The U3A;
- (2) the preparation of annual statements of account for The U3A;
- (3) the independent examination of the statements of account of The U3A;
- (4) the transmission of the statements of account of The U3A to the Charity Commission.

12. ANNUAL REPORT

- (1) The Executive Committee shall comply with its 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 Charity Commission.

13. ANNUAL GENERAL MEETING

- 1) There shall be an Annual General Meeting of The U3A in the month of November in each year or as soon as practicable thereafter but not later than fifteen months after the preceding Annual General Meeting.
- 2) Every Annual General Meeting shall be called by the Executive Committee. The date of the Annual General Meeting shall be announced in the Newsletter and/or at the September monthly meeting, or in the event of the Annual General Meeting not being held in November, not less than sixty days prior to the meeting, the announcement to include details of any vacancies on the Executive Committee. The announcement shall also include a request for any motions, duly proposed and seconded, and any nominations for election to the Executive Committee duly proposed and seconded, to be forwarded to the Secretary not less than forty two days prior to the meeting.
- 3) The Secretary shall give at least twenty one days' notice of the Annual General Meeting to all members of The U3A which should include an agenda of the business to be transacted. All individual members of The U3A shall be entitled to attend and vote.
- 4) Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- 5) The Executive Committee shall present to each Annual General Meeting for approval the report and accounts of The U3A for the preceding year.
- 6) The Executive Committee shall seek approval at the Annual General Meeting for the appointment of the independent examiner for the accounts for the following financial year.
- 7) Any proposals to amend the Constitution in accordance with clause sixteen hereof shall be considered at the Annual General Meeting, together with any other business as published in the agenda.

14. SPECIAL GENERAL MEETING

- (1) The Executive Committee may call a Special General Meeting of The U3A at any time.
- (2) A Special General Meeting may also be convened if at least 20 members request such a meeting in writing stating the business to be considered.
- (3) The Secretary shall give at least twenty one days' notice of a Special General Meeting to all members of The U3A stating the business to be considered.

15. PROCEDURE AT GENERAL MEETINGS

- (1) The Secretary or other person appointed by the Executive Committee for the purpose shall keep a full record of proceedings at every General Meeting of The U3A.
- (2) There shall be a quorum when at least 20% of members are present.
- (3) If half an hour after the time appointed for a General Meeting a quorum is not present, the meeting if convened at the request of members shall be dissolved. In any other case it shall stand adjourned to a suitable day and time as the Executive Committee may direct, provided that twenty one days' notice of the revised day and time is given to all members. If at the adjourned meeting a quorum is not present half an hour after the appointed time, the members present shall constitute a quorum.
- (4) The Chairman of The U3A shall be the chairman of the General Meeting at which he/she is present, unless the Executive Committee has decided to ask the President to preside. In the absence of the Chairman, Vice-Chairman or President, the members present shall elect a chairman for the meeting.
- (5) The chairman of the meetings shall have the casting vote in the event of a tied vote.

16. ALTERATIONS TO THE CONSTITUTION

- (1) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at an Annual General Meeting or at a Special General Meeting called for the purpose. The notice of such a General Meeting must include details of the resolution setting out the terms of the alteration proposed.
- (2) No alteration may be made to clauses 1 (NAME), 3 (OBJECTS), 17 (DISSOLUTION) or to this clause without the prior written consent of the Charity Commission.
- (3) No alteration may be made to this Constitution which would have the effect of making The U3A cease to be a charity at law.
- (4) The Executive Committee shall promptly send to the Charity Commission a copy of any alteration to the Constitution made under this clause.

17. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve The U3A, it shall call a Special General Meeting of all members of The U3A in accordance with clause fourteen hereof. If the proposal for dissolution is approved by at least two thirds of members present and voting at the Special General Meeting, the Executive Committee shall have power to realise any assets held by or on behalf of The U3A. Any assets remaining after the settlement of any proper debts and liabilities shall be given or transferred to other U3As or to other local charitable institutions having similar objects to those 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 final statement of accounts of The U3A must be sent to the Charity Commission.

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This Constitution was duly adopted by members of The U3A at the Annual General Meeting held on 22 March 2018 to replace the previous Constitution dated 24 November 2011.

Signed:Terry Slater.....as amended Oct 2019 Judith Biddle
 Chairman Anne Charles

Signed:Anne Charles.....
 Secretary

Date: 10 May 2018

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