



THE UNIVERSITY OF THE THIRD AGE

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

THIS IS A CHARITY IN ENGLAND AND WALES

This constitution was adopted by the membership at the ~~AGM~~/an SGM* held on:

23 NOVEMBER 2017 (date of meeting).

(*Delete as appropriate)

I certify that this is a true copy

Signed

[Signature]

M J Matheson

Office (Secretary or Chairman of the meeting)

Chairman

Business Sec.

Date of Certification

3 JAN 2018

3rd Jan 2018

1. NAME

The name of the charity is TEESDALE U3A, *hereinafter* referred to as 'The U3A'.

2. PROPERTY AND ASSETS

Subject to the matters set out below, The U3A and its property and other assets shall be administered and managed in accordance with this constitution, by the members of the Executive Committee, hereinafter referred to as The Committee, constituted by clause 6 of this constitution.

3. CHARITABLE PURPOSES

The charitable purposes of The U3A are:

To advance education and in particular the education of people not in full time employment who are 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) residing in Teesdale [and its surrounding locality].

In this constitution "people in their Third Age" has the meaning set out above.

If The U3A is registered as a charity in England and Wales, the charitable purposes of The 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 Committee may exercise the following powers to:

- (i) Raise funds and to invite and receive contributions provided that in raising funds The Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- (ii) Receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote 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 exchange any property necessary for the achievement of the charitable purposes and to maintain and equip it for use.
- (iv) Sell, lease or 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 and 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 the U3A shall be open to people in their Third Age (see section 3) interested in furthering the work of 'The U3A', provided that they agree to abide by this constitution and any conditions properly imposed by The Committee and to pay the annual subscription as determined by The Committee and confirmed by the membership at an Annual General Meeting.
- (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 Committee may for good reason terminate the membership of any individual if annual membership or other fees are unpaid for 2 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 brings it into disrepute, provided that the individual concerned shall have the right to be heard by The Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.

The termination of membership shall be recorded in or as an attachment to, the minutes of the Committee.

6. THE COMMITTEE

The management of The U3A shall be vested in the Committee, which shall be the governing body of The U3A and its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of The U3A, may exercise all the powers of The U3A and shall deal with the administration, management and control of the affairs and property of The U3A.

(i) Honorary Officers

At the Annual General Meeting of The U3A the members shall elect from amongst themselves a Chairman, a Vice-Chairman, a Business Secretary, a Membership Secretary and a Treasurer who shall hold office from the conclusion of that meeting.

If no officers are elected at the Annual General Meeting they may be appointed by the committee at a subsequent meeting.

A President, if the creation of such a post has been agreed at a General Meeting

(ii) The Committee

The Committee shall consist of

- (a) the honorary officers specified in the preceding sub-clause
- (b) 6 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (c) The Committee may in addition appoint not more than 4 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting and shall be Trustees of The U3A
- (d) Vacancies on The Committee which arise through resignation or termination during the year can be filled from the membership and such an appointee 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.
- (e) The proceedings of The 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.

- (f) A member of The Committee shall cease to hold office if he or she:
- (a) is disqualified from acting as a member of The Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - (c) is absent without the permission of The Committee from 3 consecutive meetings and The Committee resolve that his or her office be vacated.
 - (d) is subject to a vote of no confidence from The Committee as a result of actions 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 Committee.
 - (e) notifies in writing to The Committee a wish to resign (but only if at least four members of The 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).
- (iii) Every member of the Committee shall be a Trustee of The U3A for the purposes of Charity Law during that person's membership of the Committee. That person's role as Trustee shall lapse as soon as their membership of the Committee ceases for whatever reason.

7. ELECTION OF MEMBERS OF THE COMMITTEE

- (i) All Officers and other members of the Committee shall stand down at the end of 1 year of service.
- (ii) The election of members of the Committee shall be held at the Annual General Meeting of the U3A.
- (iii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- (iv) Retiring Officers may stand for re-election provided that no-one may hold the office of Chairman without an intervening period of at least one year
- (v) Committee members shall serve for a period of one year and may stand for re-election
- (vi) If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, The 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 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.
- (vii) 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 Committee to ask the retiring officer to stay until the next AGM.

8. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- (i) The Committee shall hold at least 4 ordinary meetings each year.

- (ii) A special meeting may be called at any time by the Chairman or by any two members of The Committee upon not less than seven days' notice being given to other members of The Committee of the matters to be discussed unless it concerns the appointment of a co-opted member in which case not less than twenty-one days' notice must be given.
- (iii) The Chairman shall chair the meetings and in his or her absence the Senior 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.
- (iv) A President elected by The U3A shall not be a member of The Committee and shall not have voting rights.
- (v) There shall be a quorum when at least one third of the number of members of The Committee for the time being or three members of The Committee whichever is the greater, are present at the meeting.
- (vi) Every matter shall be determined by a majority of votes of the members of The 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.
- (vii) The Committee shall keep minutes of the proceedings of its meetings which should incorporate reports of any sub-committees and these minutes shall be available for inspection should a member request it.
- (viii) 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.
- (ix) The Committee may appoint sub-committees consisting of at least one of its 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 proceedings of any such sub-committees shall be fully and promptly reported to The Committee.
- (x) No 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 Committee member or by reason of any mistake or omission made in good faith by any 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 Committee member in question.

9. FINANCE

- (i) The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account/accounts operated by The Committee in the name of The U3A at such banks as The Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 Committee members.
- (ii) The funds belonging to The U3A shall be applied only in furthering the charitable purposes of The U3A
- (iii) 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 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.

10. PROPERTY

- (i) All property of and held on behalf of The U3A shall be applied in accordance with charity law.

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.

11. ACCOUNTS AND REPORTING

The Committee shall comply with their obligations under charity law (or any statutory re-enactment or modification of that law) 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) prior to the Annual General Meeting;
- (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.

12. ANNUAL GENERAL MEETING¹

- (i) There shall be an Annual General Meeting of the U3A which shall be held in the month of April in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.
- (ii) Every Annual General Meeting shall be called by The Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of The U3A. All the members of The U3A shall be entitled to attend and vote at the meeting.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of the General Meeting.
- (iv) The Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.
- (v) The Committee shall seek approval for the appointment of the examiner for the accounts.

- (vi) Nominations for election to The Committee must be made by members in writing and must be in the hands of the Secretary of The Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (vii) Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting and **any other business published in the agenda.**

13. SPECIAL GENERAL MEETING

- (i) The Committee may call a Special General Meeting of The U3A at any time and if at least 20% of the members of The U3A request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting
- (ii) At least 21 days' notice shall be given.
- (iii) The notice must state the business to be discussed
- (iv) There shall be a quorum when 20% of the members of The U3A are present
- (v) Accidental omission to give notice to any member shall not invalidate the proceedings.

14. PROCEDURE AT GENERAL MEETINGS

- (i) The Business Secretary or other person specially appointed by The Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- (ii) There shall be a quorum when at least 20% of the number of members of The U3A, are present at any General Meeting.
- (iii) 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 a suitable day and time as the Committee may direct provided 21 day's 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.
- (iv) The Chairman of The U3A shall be the Chairman of any General Meeting at which they are present. In the absence of the entitled Chairman, the Committee members present shall have the power to elect a Chairman for the meeting.
- (v) If there is a tied vote the Chairman of the meeting has a single casting vote.

15. 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 terms of the alterations proposed.

- (ii) If The U3A is a registered charity, no amendment may be made to clause 3 (the charitable purposes) without the prior consent in writing of the Charity Commission.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (iv) The Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission if The U3A is registered.

16. DISSOLUTION

If the 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 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 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 purposes similar to the Purposes of The U3A as the members of The U3A may determine or one or more local U3As which are charities and have charitable purposes similar to those of The U3A, as determined by the members of The U3A 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 (if The U3A is registered).