

## CONSTITUTION OF NORTH WALSHAM U3A

### **THE CONSTITUTION OF THE NORTH WALSHAM UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED ON .....**

#### **1. NAME**

The name of the charity is **North Walsham University of the Third Age** hereafter 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 elected Executive Committee, herein referred to as '**The Committee**', constituted by clause 6 of this constitution.

#### **3. OBJECTS**

The Objects of The U3A are:

- (i) 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 North Walsham and its surrounding locality.
- (ii) the provision of facilities for leisure time and recreational activities with the object of improving the conditions of life for the above persons in the interests of their social welfare.

#### **4. POWERS**

In furtherance of the Objects but not otherwise, The Committee may:

- (i) raise funds and 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, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Objects of The U3A and hold funds in trust for the same.
- (iii) buy, take on lease or exchange any property necessary for the achievement of the Objects 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 operating in furtherance of the Objects or of similar charitable purposes and exchange information and advice with them.
- (vi) support any charitable trusts, associations or institutions formed for all or any of the Objects.

- (vii) appoint and constitute such advisory committees as The Committee may think fit.
- (viii) organise and run conferences, lectures, seminars and courses.
- (ix) publish books, pamphlets, reports, leaflets, journals and instructional matter and produce films and videos.
- (x) participate in and assist in the development of area and regional groupings of U3As.
- (xi) do all such other lawful things as are necessary for the achievement of the Objects.

## 5. MEMBERSHIP

- (i) Membership of the U3A shall be open to individuals 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. No individual may be admitted to membership if the Committee consider that they do not meet these conditions.
- (ii) Each individual member shall have one vote.
- (iii) The Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid 3 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, or for breach of any disciplinary code of The U3A, 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.

## 6. THE COMMITTEE

The management of The U3A shall be vested in a Committee, consisting of members of The U3A 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. Members of the Committee are Trustees for the purposes of Charity law.

- (i) The Committee  
The Committee shall consist of not less than 5 and not more than 10 members.  
No person shall be proposed for election to The Committee if they are currently serving as a member of the Executive Committee of any other U3A.
- (ii) Honorary Officers  
At the first meeting of The Committee after the AGM, committee members will elect from amongst themselves a Chairman, Vice-Chairman, Hon Secretary and Hon Treasurer. In the event of 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 a retiring committee member to stay until the next AGM.
- (iii) Co-opted Members  
The Committee may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.

- (iv) Persons who need not be members of the U3A may be invited by The Committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting.
- (v) Vacancies on The Committee which arise through resignation or termination during the year can be filled from the membership by invitation of The Committee and such an appointee shall be eligible for election in the prescribed manner at the next Annual General Meeting.
- (vi) The proceedings of The Committee shall not be invalidated by any vacancy among their number nor by any failure to appoint nor any defect in the appointment, election or co-option of a member.
- (vii) 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 or any agreed Trustee code of conduct.
  - (e) notifies in writing to The Committee a wish to resign (but only if at least 4 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).
  - (f) ceases to be a member of the U3A or becomes a member of the Executive Committee of another U3A.

**7. 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.
- (ii) Nominations for election to The Committee must be received 28 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (iii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- (iv) Committee members shall serve for a period of 3 years, either as ordinary members or as Honorary Officers elected in accordance with para 7 (ii) above without the need for re-election. Retiring committee members may stand for re-election provided that no-one may serve on the committee for more than 6 consecutive years without an intervening period of at least one year.

- (v) If insufficient nominations are received to fill the vacancies on the Committee, 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 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.

## **8. MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

- (i) The Committee shall hold at least 4 ordinary meetings each year.
- (ii) At the first meeting of The Committee after the AGM, committee members will elect from amongst themselves a Chairman using a form of election deemed appropriate in the circumstances.
- (iii) The newly elected Chair will preside over the election of a Vice-Chairman, Secretary and Treasurer in accordance with para (vii) below.
- (iii) A special Committee 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 21 days notice must be given.
- (iv) 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.
- (v) There shall be a quorum when at least one third of the number of members of The Committee, 3 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. Sub-committees may make proposals to The Committee but may not make decisions and they shall not have any expenditure authority.

- (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 willful 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 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 the 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, including all donations, contributions and bequests, shall be paid into accounts operated by The Committee in the name of The U3A at such bank as The Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 Committee members.
- (iii) The funds belonging to The U3A shall be applied only in furthering the Objects.
- (iv) 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.
- (v) 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 The U3A shall be applied solely towards the objects of The U3A and for the benefit of members.
- (ii) Ownership of property is vested in the U3A.
- (iii) Property is stored at the discretion of The Committee.
- (iv) Items may be loaned to members on a temporary basis and with the agreement of The Committee be transferred on a temporary basis to a nominated member's home in pursuance of the his/her designated role until such time as the member's tenure of office ceases or The Committee request its return.

## **11. ACCOUNTS**

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:

- (i) the keeping of accounting records for The U3A;
- (ii) the preparation of annual statements of account for The U3A;
- (iii) the independent examination of the statements of account of The U3A; and
- (iv) the transmission of the statements of account of The U3A to the Charity Commission if and when the annual income reaches the designated threshold to warrant this requirement.

**12. 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 if and when the annual income reaches the designated threshold to warrant this requirement.

**13. ANNUAL GENERAL MEETING**

- (i) There shall be an Annual General Meeting of The U3A which shall be held in the month of October 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. 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 information about proposals for the election of members of The Committee to be made at that meeting. 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) Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting or a Special General Meeting called for this purpose.

**14. PROCEDURE AT ANNUAL GENERAL MEETINGS**

- (i) The Chairman of The Committee will Chair the Annual General Meeting.
- (ii) The Secretary, or other person specially appointed by The Committee, shall keep a full record of proceedings.
- (iii) There shall be a quorum when at least one fifth of the members of The U3A are present.
- (iv) If within half an hour from the time appointed for the meeting a quorum is not present it shall be adjourned to a suitable 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.

**15. SPECIAL GENERAL MEETINGS.**

- (i) The Committee may call a Special General Meeting at any time. At least 21 days' notice shall be given. The notice must state the business to be discussed.
- (ii) In addition, 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.
- (iii) The Chairman of The Committee will Chair the Special General Meeting.
- (iv) The Secretary, or other person specially appointed by The Committee, shall keep a full record of proceedings.
- (v) There shall be a quorum when one fifth of the members of The U3A are present. Accidental omission to give notice to any member shall not invalidate the proceedings.
- (vi) This rule applies to Special General Meetings called by The Committee. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting shall be adjourned to a suitable 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.
- (vii) This rule applies to Special General Meetings called by members. If, within half an hour from the time appointed for a meeting a quorum is not present, the meeting shall be dissolved.

**16. 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 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) The prior consent of the Third Age Trust must be requested for any proposed alterations to the U3A's Constitution.
- (iii) The 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 the U3A of any objection to the proposals.
- (iv) No amendment may be made to clause 1 (the name of the charity), clause 3 (the Objects clause), clause 17 (the Dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (v) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (vi) The Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause if the North Walsham U3A has been officially registered with the Charity Commission.

**17. DISSOLUTION**

- (i) 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 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 The 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 The U3A, as determined by the members of The 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 The U3A, must be sent to the Charity Commission if The U3A is registered.

This Constitution was adopted on the date mentioned above by the members of The U3A and signed on their behalf by the persons whose signatures appear at the bottom of this document.

Officers:

Steve Guratsky (Chairman) .....

Jayne Potter (Secretary) .....

Clive Irons (Treasurer) .....

Janet Barnard (Membership Secretary) .....

Committee:

Veronica Cooke .....

Gillian Moroney .....

Peter Phillips .....

Sonia Thomas .....

Date signed: .....