

**Constitution of the
Yateley & District University of the Third Age (U3A)
a Member of the Third Age Trust
as an Unincorporated Association,
formally adopted in February 2003
and amended 07/10/2010, 12/12/2017 & 12/7/2018**

1 Name

- 1.1 The name of the charity is The Yateley and District U3A, hereafter referred to as ‘The U3A’.

2 Administration

- 2.1 Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this Constitution by the members of the elected Executive Committee, hereafter referred to as the Committee, constituted by Clause 6 of this Constitution.
- 2.2 Throughout this Constitution, the term ‘he’ refers to both ‘he’ and ‘she’.

3 Objectives

- 3.1 The Objectives of the U3A are: 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 Powers

- 4.1 In furtherance of the Objectives 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, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Objectives of The U3A and to hold funds in trust for the same;
 - iii) buy, take on, lease or exchange any property necessary for the achievement of the Objectives 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 Objectives, or of similar charitable purposes and to exchange information and advice with them;

- vi) support any charitable trusts, associations or institutions formed for all or any of the Objectives;
- vii) appoint and constitute such advisory committees as the Committee may think fit;
- viii) organise and run conferences, lectures, seminars or courses;
- ix) publish books, pamphlets, reports, leaflets, journals, instructional matter and to 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 Objectives.

5 Membership

5.1 Eligibility

Membership of The U3A shall be open to any individual or organisation 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 membership subscription.

5.2 Membership Subscription

The annual membership subscription shall be determined by the Committee and confirmed by the membership at an Annual General Meeting.

5.3 Members' Voting Rights

- i) At any Annual or Extraordinary General Meeting, every individual member shall have one vote.
- ii) Each member organisation shall be entitled to receive notice of General Meetings of The U3A and shall appoint an individual to represent it at these meetings. The U3A secretary shall be advised regarding the representative but the representative shall have no voting rights.

5.4 Termination of Membership

The Committee may terminate the membership of any individual or organisation if:

- i) the Annual Membership Subscription or other fees are unpaid after one month from the due date;
- ii) the member acts in a way which is prejudicial to The U3A or brings it into disrepute.

5.5 Appeal against termination of Membership

Any individual or member organisation who receives notification of the termination of his membership shall have the right of appeal, which shall be heard by the Committee. A friend who may also speak, or make written representation before a final decision is made may accompany the member.

6 Management – The Committee

6.1 The management of The U3A shall be vested in a Committee consisting of Principal Officers, elected members and co-opted members. Their duty is to further The U3A's Objectives in accordance with the Policies and to provide for the administration, management and control of the affairs and the property of The U3A.

6.2 The Committee shall deal with all matters not provided for in the Constitution relating to The U3A and not involving an amendment to this Constitution.

6.3 No organization or its representative may be elected to the Committee.

6.4 Principle Officers

There shall be four Principal Officers, who shall be elected at each Annual General Meeting as follows:

- i) the Chairman, who may not serve for more than three years consecutively;

- ii) the Vice-Chairman;
- iii) the Secretary;
- iv) the Treasurer.

6.5 **Committee Members**

- i) The Committee shall consist of between five and 12 members; this number includes the Principal Officers listed above.
- ii) In addition, the Committee may co-opt up to two further ordinary members to the Committee; the co-opted members shall have full voting rights and their term of office shall expire at the following Annual General Meeting.
- iii) Other U3A members may be invited by the Committee to serve because of their special expertise. They shall not have voting rights and their term of service shall expire at the following Annual General Meeting or when, in the opinion of the Committee, the need for their special expertise no longer exists.

6.6 **Election of Committee Members**

The election of members of the Committee shall be held each year at the Annual General Meeting of The U3A.

- i) Nominations to the Committee duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary at a date prior to the Annual General Meeting specified by the Committee.
- ii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting. The newly elected Chairman shall officiate immediately after his election.

6.7 **Resignation of Committee Members**

Committee members may resign office by giving not less than fourteen days' notice in writing to the Secretary or Chairman (but only if at least four members of the Committee will remain in office when the notice of resignation is to take effect). The Committee has the power to fill vacancies created by resignation from the membership. Any such appointee shall complete the term of service of the member being replaced and shall be eligible for re-election.

6.8 **Termination of Committee Membership**

A member of the Committee shall cease to hold office if he is:

- i) 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;
- ii) 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);
- iii) incapable by means of mental disorder, illness or injury of managing and administering his own affairs;
- iv) absent from three consecutive meetings and the Committee resolve that his office be vacated.

6.9 **Committee Meetings**

- i) There shall be no less than four Committee Meetings each year.
- ii) The quorum for any Committee meeting shall be three or one third of the Committee, whichever is the greater.
- iii) The Chairman shall chair the meetings and, in his 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.
- iv) At Committee Meetings, matters shall be decided by a simple majority of votes of the Committee members present. In the case of an equality of votes, the Chairman shall have a second or casting vote.

- v) The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any members of any committee or sub-committee.
- vi) The Secretary shall keep minutes of all Committee Meetings. If the Secretary is not present, the Chairman of the meeting shall nominate a Committee Member to take the minutes instead. These minutes will incorporate the reports of any sub-committee or individuals to whom power has been delegated. The minutes shall be available for inspection should a member request it.
- vii) 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.
- viii) No Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him 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.

6.10 **Extraordinary Committee Meetings**

- i) Extraordinary Committee Meetings may be called at any time by the Chairman or by any three members of the Committee upon seven days notice being given to all the Committee members of all matters to be discussed.
- ii) The quorum for any Extraordinary Committee meetings shall be three or one third of the Committee, whichever is the greater.
- iii) The Secretary shall keep minutes of all Extraordinary Committee Meetings. If the Secretary is not present, the chairman of the meeting shall nominate a Committee Member to take the minutes instead.

6.11 **Sub-committees**

The Committee may appoint sub-committees to which it may delegate the transaction of such matters and the performance of such acts as it thinks fit. The Committee shall exercise supervision over the proceedings and acts of such sub-committees. Sub-committees shall report back to the Committee on actions taken under delegated powers.

6.12 **Delegation of Responsibilities**

The Committee may delegate responsibility to represent The U3A as necessary. Those to whom the responsibility has been delegated shall report back to and be responsible to the Committee.

7 **Annual General Meetings**

7.1 The Annual General Meeting shall be held each year in July. At least fourteen days' notice shall be given to all members. Accidental omission to give notice to any member shall not invalidate the proceedings of the Annual General Meeting.

7.2 **Quorum**

A quorum for the Annual General Meeting shall be 20% of members or 80 members, whichever is lower. If this quorum is not met, the meeting shall be cancelled and recalled for a later date.

7.3 **Chairman of the Annual General Meeting**

The outgoing U3A Chairman shall be the Chairman of the Annual General Meetings if he is present. In his absence the Committee members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.

7.4 **Business**

The business of the Annual General Meeting shall include:

- i) receiving and approving the Annual Report;
- ii) receiving and approving the examined accounts;
- iii) appointing an examiner for the accounts for the coming year;
- iv) considering proposals to alter the Constitution subject to the requirements of this Constitution;
- v) considering any other business which has been published in the agenda;
- vi) electing a Chairman, Vice-Chairman, Secretary, Treasurer and Members of the Committee.

8 Extraordinary General Meeting

8.1 An Extraordinary General Meeting of The U3A may be convened at any time by resolution of the Committee or upon requisition signed by one third or more of the members, stating the reason(s) for and objectives of the meeting. The meeting shall be called by the Secretary of The U3A giving all members at least fourteen days' notice of the meeting. Accidental omission to give notice to any member shall not invalidate the proceedings of any Extraordinary General Meeting.

8.2 **Quorum**

A quorum for the Extraordinary General Meeting shall be 20% of members or 80 members whichever is lower. If this quorum is not met, the meeting shall be cancelled and recalled for a later date.

8.3 **Chairman of the Extraordinary General Meeting**

The U3A Chairman shall be the Chairman of any Extraordinary General Meetings at which he is present. In his absence, the Committee members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.

9 Finance

9.1 All the income and property of The U3A shall be applied solely towards the Objectives of The U3A and none of it shall be paid or transferred in any way to its Committee Members provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the U3A (other than a Committee member) and reasonable and proper out-of-pocket expenses to members or Committee Members incurred in the course of the work of The U3A.

9.2 A bank or building society account shall be opened in the name of The U3A and all donations, contributions and bequests shall be paid into this account, which will be operated by the Committee in the name of The U3A. Withdrawals shall be made on the signature of two Committee members, one of whom is a Principal Officer. Three designated signatories are to be approved by the Committee at the year's first Committee Meeting.

9.3 The U3A shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest and otherwise. Any money raised or received may be retained by The U3A and used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.

9.4 The Treasurer shall present the Treasurer's Report and examined accounts to the subsequent Annual General Meeting.

9.5 The Committee may appoint employees either permanently or on a fixed term contract, who are not members of the Committee, as may from time to time be necessary for carrying out the work of The U3A and may fix their terms and conditions of employment. For purposes of the employment law the Committee shall be the employer.

- 9.6 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.
- 9.7 The Treasurer shall keep accounts of all monies received and expended on behalf of The U3A and shall prepare and publish such duly examined accounts at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.
- 9.8 No Committee Member shall be chargeable or responsible for loss caused by any thing or act done or omitted to be done by him or any agent employed by him or by any other Committee Members, provided reasonable supervision be exercised over any such agent, or by reason of mistake or omission made in good faith by any Committee Member or by reason of any other matter or thing other than wilful and individual fraud or wrongdoing or wrongful omission on the part of the Committee Member who is sought to be made liable.

9.9 **Property**

- i) 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 the his designated role until such time as the member's tenure of office ceases or the Committee request its return.
- ii) All property of The U3A shall be applied solely towards the Objectives of The U3A.
- iii) Any property of The U3A shall be managed jointly by all members of the Committee.

9.10 **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 the annual Statements of Account for The U3A;
- iii) the independent examination of the statements of account of The U3A;
- iv) when the level of income or expenditure reaches that set down by The Charity Commission, the transmission of the Statements of Account of The U3A to the Charity Commission.

10 Alterations to the Constitution

- 10.1 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 or Extraordinary General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 10.2 No amendment may be made to the Name or Objectives of the Yateley and District U3A or to this clause without the prior consent in writing of the Charity Commissioners.
- 10.3 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 10.4 The Committee shall promptly send to the Charity Commission a copy of any amendment made to the Constitution under this clause 10.

11 Dissolution of Yateley and District U3A

- 11.1 If the Committee decides that it is necessary or advisable to dissolve The U3A, it shall call an Extraordinary General Meeting of The U3A stating the terms of the resolution to be proposed.
- 11.2 If the proposal is confirmed by a two-thirds majority of the voting members at the meeting, the Committee shall have power to realise any assets held by or on behalf of the Charity.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred, as the members of The U3A may determine, to:

- i) other such local charitable institution(s) which have objectives similar to the Objectives of The U3A, or
- ii) the Third Age Trust, Registered Charity No 288007.

11.3 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.

Amendments Agreed at an Extraordinary General Meeting held on 7th October 2010.

The amendment to 5.4 (i) is shown below in Bold Capitals, changing the time allowed from Two months to ONE month.

5.4 Termination of Membership

The Committee may terminate the membership of any individual or organisation if:

- i) the Annual Membership Subscription or other fees are unpaid after **ONE** month from the due date.
- ii) the member acts in a way which is prejudicial to The U3A or brings it into disrepute.

The amendment to Items 7.2 and 8.2 is shown below in Bold Capitals, changing the required Quorum for the AGM and EGMs to **20% of members or 80, whichever is lower.**

7.2 Quorum

A quorum for the Annual General Meeting shall be **20% OF MEMBERS OR 80, WHICHEVER IS LOWER.** If this quorum is not met, the meeting shall be cancelled and recalled for a later date.

8.2 Quorum

A quorum for the Extraordinary General Meeting shall be **20% OF MEMBERS OR 80, WHICHEVER IS LOWER.** If this quorum is not met, the meeting shall be cancelled and recalled for a later date.

Signed: *Rod Dawes*
Chairman
Date: 17th October 2010

Signed: *Heather O’Gorman*
Secretary
Date: 17th October 2010

Amendments Agreed at the AGM held on 6th July 2017.

The amendment to 6.5 (i) is shown below in Bold Capitals, changing the 10 members to 12 members.

6.5 Committee Members

- i) The Committee shall consist of between 5 and **12** members; this number includes the Principal Officers listed above.
- ii) In addition, the Committee may co-opt up to two further ordinary members to the Committee; the co-opted members shall have full voting rights and their term of office shall expire at the following Annual General Meeting.
- iii) Other U3A members may be invited by the Committee to serve because of their special expertise. They shall not have voting rights and their term of service shall

expire at the following Annual General Meeting or when, in the opinion of the Committee, the need for their special expertise no longer exists.

Signed: *Paul Cutting*
Chairman
Date: 12th December 2017

Signed: *Jill Sims*
Secretary
Date: 12th December 2017

Amendments Agreed at the AGM held on 5th July 2018

The amendment to 3.1 is change of wording to The Objectives of the U3A from:

3.1 The Objectives of the U3A are:

- i) to advance the education of the public and in particular the education of people who are no longer in full time gainful employment in Yateley 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.

to the following, as instigated by the Charity Commission and approved by our Main U3A as follows:

3.1 The Objectives of the U3A are: 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.

Signed: *Douglas Prewer*
Chairman
Date: 12th July 2018

Signed: *Jill Sims*
Secretary
Date: 12th July 2018