



CONSTITUTION OF THE NESTON UNIVERSITY THIRD AGE (U3A), AN UNINCORPORATED MEMBERS ASSOCIATION AND A MEMBER OF THE THIRD AGE TRUST

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER **1147830**

This constitution was adopted by the membership at the Annual General Meeting held on 25.11.2021

I certify that this is a true copy

Signed

Office:

Date of Certification:

1. NAME

The name of the charity is *Neston University Third Age (U3A)*, trading as *Neston U3A*, hereinafter referred to as “The U3A”.

2. OBJECTS

The objects 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 in Neston and its surrounding locality

3. APPLICATION OF INCOME AND PROPERTY

The income and property of The U3A shall be applied solely towards the promotion of the objects.

Except as allowed by the following provisions of this clause, no funds shall be transferred in any way to a trustee or connected person, 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 appropriate duties for The U3A.

A trustee of The U3A or a connected person may receive a benefit from The U3A in the capacity of a beneficiary of the charity provided that it is available generally to the beneficiaries of The U3A.

A trustee of The U3A may benefit from trustee indemnity insurance cover purchased at The U3A’s expense in accordance with the conditions in section 189 of the Charities Act 2011.

4. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve The U3A it shall call a meeting of all the 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 the 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 to other such local charitable institution or institutions having objects similar to the objects 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 statement of accounts or account and statement, for the final accounting period of The U3A shall be sent to the Charity Commission.

5. AMENDMENT OF THE CONSTITUTION

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 shall include notice of the resolution, setting out the terms of the alteration proposed.

No amendment may be made to clause 1 (the Name of the Charity), clause 2 (Objects clause), clause 3 (Application of Income and Property), clause 4 (the Dissolution clause) or this clause without prior consent in writing of the Commissioners.

No amendment may be made which would have the effect of making The U3A cease to be a charity at law. The Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

6. MEMBERSHIP

Membership of The U3A shall be open to persons 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) and are interested in participating in and furthering the work of The 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 person may be admitted to membership if the Executive Committee considers that they do not meet these conditions.

Every individual member shall have one vote.

Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.

The Executive Committee may terminate the membership of any person:

- (i) if annual membership or other fees are unpaid after 30 days following the Annual General Meeting, or
- (ii) 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 The U3A;
- (iii) Provided that in the case of proposed expulsion at the end of a disciplinary procedure, the person 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.

7. EXECUTIVE COMMITTEE AND OFFICERS

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

(i) *Committee Membership*

- (a) At least five, and not more than twelve, members of The U3A shall be elected to the Committee at an Annual General Meeting.
- (b) At the conclusion of every Annual General Meeting all the members of the Committee, including those serving as Officers, shall retire.
- (c) Committee members shall assume office following the closure of the meeting at which they were elected.
- (d) No person may serve for more than six consecutive years.
- (e) No person may become a member of the Committee if they are currently serving as a member of the Committee of any other local U3A.

(ii) *Officers*

- (a) The Officers shall be the Chairman, one or two Vice-chairmen, the Treasurer and the Secretary. As soon as is practicable after the close of the Annual General Meeting the committee shall appoint the officers, from amongst their number, for the ensuing year.
- (b) A retiring Officer may be re-appointed provided that no person may hold a particular Officer role for more than five consecutive years without an intervening period of at least one year. For the avoidance of doubt, a retiring Vice-Chairman may be appointed immediately in the post of Chairman provided that their term of office on the Committee does not exceed six years.
- (c) A person may serve in only one office at a time.

(iii) *Procedures for Election and Appointments to the Committee*

- (a) Prior written nomination of any candidate for election as a member of the Committee at an Annual General Meeting shall normally be required; made by a proposer and seconder from amongst the membership of The U3A (not being themselves Officers or Ordinary members of the Committee), to be in the hands of the Secretary of The U3A at least seven days before the meeting.
- (b) Should the number of nominations exceed the number of vacancies, a ballot shall be held. Nominations of candidates and the conduct of voting for appointments shall be dealt with as

determined by the Committee. However if there are insufficient candidates standing for the vacancies the Chairman of the meeting may, as a last resort, appeal for any willing member present to agree to stand. A vote shall then be taken on this proposal and, if carried by a simple majority, this appeal for volunteers at the meeting shall be permitted. Any willing candidate may then be proposed to the meeting for appointment in accordance with the Constitution.

- (c) The Committee may fill any vacancy arising amongst the Officers or the Ordinary Committee members from the membership, until the following Annual General Meeting. A person so appointed, who shall have full voting rights, may stand for election to a first full term at that meeting.
- (d) The Committee may in addition co-opt not more than two members of The U3A to the Committee, who shall have full voting rights and hold office until the next Annual General Meeting. At that meeting a retiring co-opted member may be proposed for election to a first full term on the Committee in accordance with the relevant provisions of this constitution. Provided always that no person may be co-opted more than three times

8. DEFECTS IN APPOINTMENTS

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

A member of the Executive Committee shall cease to hold office if they:

- (i) are disqualified from acting as a member of the Executive Committee by virtue of charity law;
- (ii) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- (iii) are absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that their office be vacated;
- (iv) are 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;
- (v) notify in writing to the Executive Committee a wish to resign (but only if at least five 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);
- (vi) cease to be a member of The U3A;
- (vii) become an Officer or Ordinary member of the Executive Committee of any other U3A.

10. POWERS OF THE EXECUTIVE COMMITTEE

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

- (i) to raise funds and to invite and receive contributions for The U3A by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
- (ii) to receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The U3A and its charitable purposes and to hold and apply any funds so acquired for the Objects (subject to any restricted funds being applied to the relevant restricted purposes);
- (iii) to buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal) and to maintain and equip it for use;
- (iv) to sell, lease or otherwise dispose of all or any part of the property of The U3A, subject to any consents required by law;
- (v) to co-operate with other charities, voluntary bodies and statutory authorities;
- (vi) to support any charitable organisations with regard to the pursuit of The U3A's Objects;
- (vii) to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (viii) to organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- (ix) to 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) to 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) to 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 Objects.

11. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall hold at least four meetings each year.

Additional meetings may be called at any time by the Secretary on behalf of the Chairman or by any two members of the Executive Committee, upon not less than seven days' notice being given to the 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 twenty one days' notice shall be given.

The Chairman shall chair the meetings and in his/her absence a Vice-Chairman shall take over or, if there is no Vice-Chairman present, the Executive Committee members who are present shall choose one of their number to chair the meeting before any business is transacted.

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.

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 Chairman of the meeting shall have a second or casting vote.

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.

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.

The Executive Committee may appoint sub-committees from amongst the membership, 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 sub-committees shall be fully and promptly reported to the Executive Committee. The Executive Committee shall authorise 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. The Executive Committee may at its discretion discontinue the work of the sub-committee at any time.

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.

12. FINANCE

The financial year of The 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 shall be submitted to the Charity Commission (if required by law) within relevant statutory time limits.

The funds of The U3A shall be paid into such accounts as the Executive Committee may open in the name of The 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, authorised by the Executive Committee to do so, may arrange and authorise any transaction on any of The U3A's accounts and dual authorisation shall normally be required for all transactions.

The Executive Committee shall determine the financial controls and procedures to be followed by The 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.

The funds belonging to The U3A shall be applied only in furthering the Objects.

All proper costs, charges and expenses incidental to the management of The U3A and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of The U3A.

13. PROPERTY

Title to any property shall be held on behalf of The U3A in such manner as the Executive Committee thinks fit from time to time and in ways permitted by charity law.

14. ACCOUNTING AND REPORTING

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:

- (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;
- (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.

15. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

(i) *General Meetings*

- (a) Notices of meetings, documents and other communications from The U3A to a member may be sent by electronic communication provided The U3A wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The U3A. It is the responsibility of that member to notify The 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.
- (b) Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.
- (c) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- (d) Where a general meeting is to be held in person, the Executive Committee may if they deem it appropriate set out a procedure in the notice of the meeting which allows members to vote by proxy. Any member legitimately availing themselves of this procedure, in writing, will count towards the quorum for the meeting.
- (e) There shall be a quorum when at least one-fifth of the number of members of The U3A, are present at any General Meeting.
- (f) 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.
- (g) The Chairman of The U3A shall be the Chairman of any General Meeting at which they are present. In the absence of the Chairman, the Executive Committee members present shall have the power to appoint a Chairman for that meeting.
- (h) If there is a tied vote the Chairman of the meeting shall have a second or casting vote.

(ii) Online and hybrid general meetings

- (a) General meetings (whether an annual general meeting or a special general meeting) may allow attendance in person or, if necessary, by suitable electronic online means or a combination of both (known as “hybrid”), as determined by the Executive Committee.
- (b) Where the Executive Committee determine that a general meeting is to be held by electronic means pursuant to this clause, 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. An online or hybrid meeting shall allow each participant to communicate with all the other participants either directly or through the Chair. Voting may be carried out by pre-registration of a proxy before the meeting, or by an electronic balloting system during the meeting, as determined by the Executive Committee.
- (c) Where the Executive Committee determines that a general meeting is to be held solely by electronic means an explanation of the exceptional circumstances which lead to this decision shall be set out in the notice of general meeting sent to members. 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 hybrid means.
- (d) Where a general meeting is to be held solely online or by hybrid means all members who have legitimately pre-registered a proxy or who are present electronically will be considered present in person and will count towards the quorum for the relevant meeting.
- (e) If the meeting is to be held solely by electronic means the place of the meeting shall be deemed to be wherever the Chairman is situated.
- (f) Proceedings at a general meeting utilising electronic means 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 15(ii)(d) is able to join the meeting successfully.

16. ANNUAL GENERAL MEETING

There shall be an Annual General Meeting of The U3A which shall be held on such date as the Executive Committee may determine, but not more than three months after the close of the preceding financial year.

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 The U3A. The notice shall specify that the meeting is the Annual General Meeting and shall include an agenda setting out the business of the meeting, including resolutions to be proposed. It shall also provide information about nominations for the election of members to the Executive Committee to be made at that meeting. All members of The U3A shall be entitled to attend and vote at the meeting.

The business to be transacted at the meeting shall be:

- (i) to hear a list of apologies for absence
- (ii) to hear and, if approved, sign the Minutes of the previous Annual General Meeting and any other General Meeting held in the intervening period
- (iii) to hear the report of the Trustees of The U3A

- (iv) to receive the audited statement of accounts for the preceding financial year
- (v) to approve the appointment of an independent examiner or auditor of the accounts, on the recommendation of the Executive Committee
- (vi) to approve the annual subscription, as determined by the Executive Committee
- (vii) to elect the members of the Executive Committee for the ensuing year.
- (viii) to consider any proposals to amend the Constitution of The U3A, subject to Clause 16
- (ix) to consider any other business properly brought to the meeting, of which members have been given prior notice

17. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of The U3A at any time and if at least one-fifth 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 shall state the business to be discussed.

18. HONORARY PRESIDENT

The members of The 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 re-appointed 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.