

CONSTITUTION OF THE UNIVERSITY OF THE THIRD AGE (DACORUM), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, ADOPTED AT THE ANNUAL GENERAL MEETING ON 6 AUGUST 2018.

1 NAME

The name of the charity is DACORUM, UNIVERSITY OF THE THIRD AGE hereafter referred to as 'The U3A'.

2 ADMINISTRATION

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 Executive Committee, constituted by clause 6 of this constitution.

3 OBJECTS

The Object of The U3A is 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 DACORUM and its surrounding locality.

4 POWERS

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 provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law;
- (ii) to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Objects of The U3A and to hold funds in trust for the same and apply any funds so acquired for the charitable purposes (subject to any restricted funds being applied to the relevant restricted purposes);
- (iii) to buy, take on lease or in exchange any property (real or personal) necessary for the achievement of the Objects and to maintain and equip it for use;
- (iv) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the charity;
- (v) 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;
- (vi) to support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (vii) to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (viii) to organise promote and run 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 charitable purposes..

5 MEMBERSHIP

- (i) Membership of the U3A shall be open to individuals who are not in full time gainful 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) who are interested in furthering the work 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, and any corporate body or unincorporated association which is interested in furthering the work of 'The U3A' and has paid any annual subscription, provided that they agree to abide by this constitution and any conditions properly imposed by the Executive Committee.
- (ii) Every Individual member shall have one vote.
- (iii) Each member organisation shall be entitled to receive notice and attend General meetings of The U3A having appointed an individual to represent it and informed the secretary of the details but shall have no voting rights.
- (iv) The Executive Committee may and for good reason terminate the membership of any individual or member organisation if annual membership or other fees are unpaid 3 months after the due date or 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 or the appointed representative of the member organisation concerned shall have the right to be heard by the Executive Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.

6 EXECUTIVE COMMITTEE

The management of The U3A shall be vested in an Executive Committee, consisting of the members 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.

- (i) Honorary Officers  
The Honorary Officers (Chairman, Vice-chairman/men, Secretary, Treasurer) will be appointed by the members at the Annual General Meeting.
- (ii) Executive Committee  
The Executive Committee shall consist of not fewer than 5 and not more than 12 members being:

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- (a) the Honorary Officers specified in the preceding clause
  - (b) not fewer than 1 and not more than 8 Committee Members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
  - (c) No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving as an Officer or non-Officer member of the Executive Committee of any other local U3A.
  - (d) An individual may only serve in one Officer role at a time.
- (iii) The roles and responsibilities of the other members of the Executive Committee will be set by the elected committee at its first meeting after the Annual General Meeting.
  - (iv) The Executive Committee may in addition appoint not more than 2 co-opted members (who must be U3A members), who shall have full voting rights and hold office until the next Annual General Meeting. At that meeting a retiring co-opted member could be proposed for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution, provided always that an individual cannot be co-opted more than three times in succession. Co-opted members shall also be appointed Trustees.
  - (v) Persons who need not be members may be invited by the Executive 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.
  - (vi) The Executive Committee may fill any vacancy arising amongst the Officers or other Committee members, until the following Annual General Meeting. Any such appointee must be a U3A member. A person so appointed may stand for appointment to a first full term at that meeting, provided he remains a member of The U3A.
  - (vii) 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.
  - (viii) 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 provision).
    - (b) becomes incapable by means 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 3 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 conduct prejudicial to The U3A or failure to abide by the terms of this constitution or decisions of the Executive Committee.
    - (e) notifies in writing to the Executive Committee 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 21 days from the receipt of the notification).

## 7 ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- (i) The outgoing Executive Committee may decide that there shall be a Postal Ballot of all members to elect the new members of the Executive Committee. The results of such a ballot shall be announced at the AGM.
- (ii) If the Executive Committee has not decided that there shall be a Postal Ballot, the election of members of the Executive Committee shall be held at the Annual General Meeting of the U3A.
- (iii) The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- (iv) Honorary Officers and other Committee members may stand for re-election provided that no one may be elected for more than 3 consecutive 2-year periods without an intervening period of at least one year. These limits will come into effect at the first election after this revised constitution is adopted.
- (v) Prior written nomination of any candidate for appointment as an Officer or a non-Officer member of the Executive 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 non-Officer members of the Executive Committee), to be in the hands of the Secretary of The U3A at least 28 days before the meeting. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. Otherwise, nominations of candidates and the conduct of voting for appointments shall be dealt with in accordance with the Standing Orders of The U3A or, if there are no Standing Orders, as determined by the Executive 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 must be taken and carried by a simple majority for such an appeal for volunteers at the meeting to be permitted. Any willing candidate may then offer himself and be proposed to the meeting for appointment in accordance with the Constitution.
- (vi) If insufficient nominations are received to fill the Vacancies for Officers and/or Committee members, the Executive Committee may as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present was 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 a simple majority 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 Honorary Officer a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next AGM.

## 8 MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i) The Executive 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 Executive Committee upon not fewer than seven days' notice being given to 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 fewer than twenty one days must be given.

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- (iii) 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 Executive 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 Executive Committee and shall not have voting rights.
- (v) There shall be a quorum when at least one third of the numbers of members of the Executive Committee for the time being or three members of the Executive 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 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.
- (vii) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any subcommittees and these minutes shall be available for inspection should a member request it.
- (viii) 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.
- (ix) The Executive Committee may appoint sub-committees consisting 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 conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such subcommittees 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 binding decisions and they shall not have any expenditure authority unless specifically approved by the Executive Committee.
- (x) 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

- (i) 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 2 Executive Committee members.
- (ii) The funds belonging to The U3A shall be applied only in furthering the objects.
- (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 The U3A shall be applied solely towards the objects of The U3A.
- (ii) 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/her designated role until such time as the member's tenure of office ceases or the Executive Committee request its return.

## 11 ACCOUNTS

The Executive 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

## 12 ANNUAL REPORT

The Executive 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.

## 13 ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of the U3A which shall be held on such date as the Executive Committee may determine in each calendar year but not later than 15 months after the preceding Annual General Meeting.
- (ii) Every Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least 28 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 any General Meeting.
- (iv) 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.

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- (v) The Executive Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.
- (vi) The Executive Committee shall seek approval for the appointment of the examiner for the accounts.
- (vii) Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary of the Executive Committee at least 21 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot
- (viii) If the election of the Executive Committee is to be by Postal Ballot then notification of the AGM must be sent at least 28 days and voting papers must be sent out at least 21 days before the AGM.
- (ix) 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.

#### 14 SPECIAL GENERAL MEETING.

The Executive Committee may call a Special General Meeting of the charity at any time or if at least 100 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 must state the business to be discussed. Subject to Clause 15(iii) there shall be a quorum when 100 or 10% of the members are present, whichever is the smaller.

#### 15 PROCEDURE AT GENERAL MEETINGS

- (i) 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.
- (ii) There shall be a quorum when at least 100 or 10% of the members of The U3A are present at any General Meeting, whichever is the smaller.
- (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 the members present shall be a quorum.
- (iv) The Chairman of The U3A shall be the Chairman of the General Meeting at which he/she is present.
- (v) If there is a tied vote the Chairman should have a single casting vote.

#### 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 fewer 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) 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.
- (iii) No amendment may be made which would have the effect of making the Charity 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.

#### 17 DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve The U3A it shall call a meeting of all members of The U3A, of which not fewer than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a three quarters majority of those present and voting the Executive 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 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 or account and statement, for the final accounting period of The U3A must be sent to the Charity Commission.

#### 18 ARRANGEMENTS FOR IMPLEMENTING THE REVISED CONSTITUTION.

The first constitution of The U3A was adopted on 13<sup>th</sup> May 2003.

An update was made to the constitution of The U3A at the AGM held on 2<sup>nd</sup> July 2012.

This further updated constitution of The U3A was approved at the AGM held on 4<sup>th</sup> August 2014 and came into force immediately after that meeting.

Another change to the constitution of The U3A was required to maintain charitable status this was approved at the AGM held on 6<sup>th</sup> August 2018.