

CONSTITUTION OF THE WELSHPOOL AND DISTRICT U3A, A MEMBER OF THE THIRD AGE TRUST

This constitution¹ was adopted by the membership of The Welshpool and District U3A at the AGM held on the 5th March 2019.

I certify that this is a true copy

Signed _____

Chair

Date _____

1. NAME

1.1 The name of the U3A is The Welshpool and District U3A, hereinafter referred to as 'The U3A'.

2. ASSETS

2.1 Subject to the matters set out below, The U3A and its assets shall be administered and managed in accordance with this constitution by the members of The Executive Committee, hereafter referred to as the Committee.

3. PURPOSES OF THE U3A

3.1 The advancement of education and learning, particularly 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 Welshpool and surrounding localities.

4. POWERS

4.1 In furtherance of the above purposes but not otherwise, the 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 are met;
- (ii) to receive donations, gifts, endowments, sponsorship, grants, legacies, and subscriptions from persons desiring to support The U3A and its purposes and to hold and apply any funds so acquired for the purposes (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);
- (iv) to sell, lease, or otherwise dispose of all or part of the property of The U3A, subject to any consents required by law;
- (v) to co-operate with other voluntary bodies, charities, and statutory authorities;
- (vi) to support any charitable organisations with regard to the pursuit of The U3A's purposes;

¹ NOTE: This constitution is supported by a number of policy documents. The latest versions can be found on the National U3A website and are available in hard copy on request to the Secretary.

- (vii) to appoint and constitute such advisory sub-committees as the 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 purposes of The U3A and the delivery of benefit to the public in accordance with these purposes.

5. MEMBERSHIP

5.1 Membership of The U3A shall be open to individuals who are no longer in full-time employment and/or retired from their main occupation (i.e. in their Third Age) and are interested in participating in and furthering the work of The U3A, provided they agree to abide by this constitution and any membership conditions properly imposed by the Committee and to pay the annual subscription as determined by the Committee and approved by the membership at an Annual or Special General Meeting. No individual may be admitted to membership if the Committee considers that they do not meet these conditions.

5.2 Every individual member shall have one vote.

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

5.4 The Committee may terminate the membership of any individual:

- (i) if annual membership or other fees are unpaid after a date determined by the Committee; or
- (ii) by way of expulsion. The process to be adopted in these circumstances is: at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of The U3A, provided that in the case of the proposed expulsion the individual concerned shall have the right to be heard by the Committee at the end of the disciplinary procedure, accompanied by a friend acting in their personal capacity, who may also speak or make written representation before a final decision is taken².

6. COMMITTEE AND OFFICERS

6.1 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 Committee shall be responsible for the strategy and policies of The U3A, may exercise all

² NOTE: The National U3A website provides advice on a range of matters, including "Advice on the Disciplinary Procedure" which will be followed in the event of a possible expulsion.

the powers of The U3A and shall deal with the administration, management and control of the affairs and property of The U3A.

6.2 There must be at least eight and not more than twelve U3A members appointed to the Committee. No person may be proposed for appointment or serve as an Officer or non-Officer member of the Committee if they are currently serving as such with any other local U3A.

6.3 Officers: The Officers are the Chairman, Secretary, and Treasurer. The Officers by virtue of holding their office shall be members of the Committee. An individual may only serve in one Officer role at a time. The Committee may appoint a vice-chairman.

6.4 Appointment of Officers: The Officers shall be elected at the AGM. Officers shall serve for the periods set out in 6.6(i) below.

6.5 Appointment of other members of the Committee: Members of the Committee shall be elected at the AGM and serve for the periods set out in 6.6(ii) below.

6.6 Terms of office and limits on periods of service:

- (i) Officers shall be elected for two years. This can be extended for another two years if re-elected, but the maximum length of service for the Chair and Secretary is four years. If there are difficulties in finding a Treasurer after four years, he/she may serve for a further two years, with a maximum of six years. For the avoidance of doubt, if a Treasurer serves less than this period and ceases to serve as a Treasurer, he/she could be appointed to another Officer role or could serve as a non-Officer.
- (ii) Non-Officer members of the Committee: non-Officer members of the Committee have a three year term of office. If re-elected they can serve for a second three year term, but may not normally serve for more than two terms.
- (iii) No Officer may serve more than a maximum of six years in any combination of Officer roles (or any combination of non-Officer member and Officer roles).
- (iv) Officers and Committee members are automatically trustees of The U3A, and should complete appropriate documentation.

6.7 Nomination and election of candidates: Prior written nomination of any candidate for appointment as a member of the Committee at an AGM 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 Committee. These should be in the hands of the Secretary of The U3A at least 21 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 as determined by the Committee. However if there are not sufficient candidates standing for the vacancies, the Chair 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 a meeting to be permitted. Any willing candidate may then offer themselves and be proposed to the meeting for appointment in accordance with the Constitution.

6.8 Casual vacancies - Officers and Committee: The Committee may fill any vacancy arising among Officers or the non-Officer Committee members until the following AGM. A person so

appointed must be a member of The U3A. A person so appointed shall have full voting rights and may stand for appointment to a first full term at that meeting.

6.9 Co-options to the Committee: The Committee may in addition appoint not more than two co-opted U3A members to the Committee, who shall have full voting rights and hold office until the next AGM. At that meeting a co-opted member could be proposed for appointment to a first full term on the Committee in accordance with the relevant provisions of this Constitution.

6.10 The Committee may appoint, for as long as is required, a U3A member to provide technical/expert advice and support. This individual may attend committee meetings, but without voting rights or the requirement to be a trustee.

6.11 The Secretary is responsible for ensuring that all new committee members whether elected or co-opted, meet the standards for trustees laid down by the Charity Commission and that they understand the roles and responsibilities of individual trustees and the committee as a whole, especially around accountability and liability.

7. DEFECTS IN APPOINTMENTS

7.1 The proceedings of a 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.

8. CESSATION OF OFFICE: COMMITTEE MEMBERS

8.1 A member of the Committee shall cease to hold office if he/she:

- (i) is disqualified from acting as a member of the Committee by virtue of charity law;
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- (iii) is absent without permission of the Committee from three consecutive meetings and the Committee resolve that their office be vacated;
- (iv) is removed by resolution of the 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) notifies in writing to the Committee a wish to resign; every effort however should be made to ensure that at least five members remain on the Committee;
- (vi) ceases to be a member of the U3A;
- (vii) becomes an Officer or non-Officer member of the Committee of any other U3A.

9. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

9.1 The Committee shall hold at least four meetings a year;

9.2 Additional meetings may be called at any time by the Secretary on behalf of the Chair 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;

9.3 The Chair shall chair the meetings. In their absence the Committee will choose one of their number to be Chair of the meeting before any business is transacted.

9.4 There shall be a quorum if at least one third of the number of members of the Committee or three members of the Committee, whichever the greater, are present at the meeting.

9.5 Every decision 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 Chair of the meeting shall have the casting vote in addition to his/her own vote.

9.6 The Committee shall ensure that minutes are taken of all its meetings and those of any sub-committees and that these are available for inspection should a member request it. A file of approved minutes should be made available at meetings of the membership.

9.7 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 (including, but not limited to, the use of electronic communications). No rule may be made that is inconsistent with this Constitution.

9.8 The Committee may appoint sub-committees to include at least one member of the Committee 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 sub-committees shall be fully and promptly reported to the Committee. The 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 Committee, but may not make decisions and do not have any expenditure authority.

9.9 No Committee member shall be chargeable or responsible for loss caused by any act done or committed to be done by them 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 by 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.

10. FINANCE

10.1 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. Should The U3A become a registered charity, the annual accounts and trustees' report must be submitted the Charity Commission (if required by law) within the relevant statutory time limits³.

10.2 The funds of the U3A shall be paid into such accounts as the Committee may open in the name of The U3A. All transactions on such accounts shall be carried out in accordance

³ NOTE: The Welshpool and District U3A is not a registered charity as its annual income is below the threshold laid down by the Charity Commission (£5000 in 2018). Should the income exceed the threshold the U3A must by law register as a charity. Notwithstanding not currently being registered as a charity, The U3A is required to conform to charity law.

with the terms of that account as agreed with the account provider and approved and accepted by the Committee from time to time. Only members of the Committee, authorised by the 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.

10.3 The 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. Any non-routine expenditure should be approved in advance by the Chair, or in his/her absence an Officer of the Committee.

10.4 The funds belonging to The U3A shall be applied only in furthering the charitable purposes.

10.5 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 by a member of the Committee in the discharge of duties for The U3A.

10.6 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.

11. PROPERTY

11.1 All property of and held on behalf of The U3A shall be applied in accordance with charity law.

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

12. ACCOUNTING AND REPORTING

12.1 The Committee shall comply with its obligations under charity law and, if registered with the Charity Commission, observe the 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 statement 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);
- (iv) the making of a charity annual return to the Charity Commission.

13. ANNUAL GENERAL MEETING (AGM)

13.1 There shall be an AGM of The U3A in each calendar year which shall be held on such date as the Committee may determine.

13.2 Every AGM shall be called by the Committee. This formal notice shall give at least 21 days' notice of the AGM to all members of The U3A. The notice shall specify that this is the Annual General Meeting and shall set out the business of that meeting, including resolutions to be proposed, and shall provide information about proposals for the election of Officers

and non-Officer members of the Committee to be made at that meeting. All members of the U3A shall be entitled to attend and vote at that meeting.

13.3 The Committee shall present for approval to each AGM the trustees (Chair's) report and annual accounts of The U3A for the preceding year, and the recommended subscription required for the year.

13.4 The Committee shall seek approval for the appointment of any independent examiner or auditor for the accounts from the membership of the AGM.

13.5 Any proposals to amend the constitution subject to clause 16 (below) shall be considered at the AGM as shall any other business as set out in the notice.

14. SPECIAL GENERAL MEETING

The Committee may call a Special General Meeting of the U3A at any time. If at least 20% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. The notice must state the business to be discussed and at least 21 days' notice shall be given.

15. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

15.1 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 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 Committee for such communications. A member may opt to return to hard copy communications at any time.

15.2 Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.

15.3 The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of The U3A.

15.4 There shall be a quorum when at least 20% of the total membership of The U3A is present at any General Meeting.

15.5 If within half an hour from the time appointed for the meeting a quorum is not present, a meeting convened at the request of members shall be dissolved. In any other case a meeting shall be adjourned to another 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.

15.6 The Chair of The U3A shall be the Chair of any General Meeting at which he/she is present. In the absence of the Chair, the Committee members shall have the power to elect a Chair for the meeting.

15.7 If there is a tied vote, the Chair of the meeting has a single casting vote.

16. ALTERATIONS TO THE CONSTITUTION

16.1. 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 details of the alterations proposed.

16.2 The prior consent of the Third Age Trust must be requested for any proposed alterations to this constitution as agreed by the membership. The U3A may proceed with the proposed changes:

- (i) at any time after specific consent has been received from the Third Age Trust; or
- (ii) 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.

16.3 If The U3A becomes a registered charity, no amendment may be made to clause 3 (the charitable purposes of The U3A) without the prior consent in writing of the Charity Commission.

16.4 No amendment may be made which would have the effect of making The U3A cease to be a charity at law.

17. DISSOLUTION

17.1 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:

- (i) Any one or more local U3As which are charities and have charitable purposes similar to those of The U3A, as determined by members of The U3A; or
- (ii) The Third Age Trust (registered charity in England and Wales no. 288007).