

**Constitution of the Guisborough University of the Third Age
(U3A), a member of the Third Age Trust as an unincorporated
association, formally adopted on
2 April 2008**

1. NAME

The name of the charity is Guisborough University of the Third Age (U3A) 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 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 the education of the public and in particular the education of older people no longer in full time gainful employment in Guisborough 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 exercise the following powers to:

- (i) raise funds and to invite and receive contributions providing 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 to 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 to 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 to produce films and videos;
- (x) participate in and assist in the development of area and regional groupings of the University of the Third Age;
- (xi) do all such other lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

- 5.1 Membership of The U3A shall be open to individuals and any corporate body or unincorporated association, 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 AGM.
- 5.2 Every individual member shall have one vote.
- 5.3 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.
- 5.4 The Committee may and for good reason terminate the membership of any individual or member organisation if annual membership or other fees are unpaid 6 months after the due date or if the member or member organisation 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 Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.

6. THE EXECUTIVE COMMITTEE

- 6.1 The management of The U3A shall be vested in a Committee, consisting of 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.
- 6.2 *Honorary Officers*
At each Annual General Meeting of The U3A the members shall elect from amongst themselves a Chair, a Vice-chair, a Secretary, a Treasurer and a Membership Secretary who shall hold office from the conclusion of that meeting, and a President, if the creation of such a post has been agreed at an AGM.
- 6.3 *The Committee*
 - 6.3.1 The Committee shall consist of the Honorary Officers (excluding the President, if any) and not more than 3 additional members, who have been elected at an AGM and who shall hold office from the conclusion of the AGM at which they were elected.
 - 6.3.2 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 AGM.
 - 6.3.3 The Committee may invite persons who need not be members to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next AGM.
 - 6.3.4 Vacancies on the Committee which shall arise through resignation or termination during the year can be filled by the Committee from the membership and such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election in the prescribed manner at the next AGM.
 - 6.3.5 The proceedings of the 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.
 - 6.3.6 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 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.

e. notifies in writing to the committee a wish to resign (but only if at least four members of the Committee will remain in office when the notice of resignation is to take effect) which shall take effect at least 21 days from the receipt of the notification.

6.3.7 The Committee may appoint a member of The U3A to undertake a particular responsibility on their behalf. This member should be responsible to a nominated member of the Committee.

6.4 If so desired, the creation of the honorary post of President shall be agreed at the AGM, and be decided by election from the membership at such a meeting.

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

7.1 The election of members of the Committee shall be held at the AGM.

7.2 The newly elected Committee shall take office at the conclusion of the AGM.

7.3 Honorary officers shall stand for one year and retiring officers may stand for re-election provided that no one may hold the office of Chair or Vice-chair for more than two consecutive years without an intervening period of at least one year. However the retiring Vice-chair may stand immediately for the post of Chair.

7.4 Additional Committee members shall serve for a period of two years. At the end of the first year of The U3A two of the additional Committee members shall retire but shall be eligible for re-election. Those to retire shall be chosen by lot.

7.5 In the event of no nominations being received for one or more of the honorary officer posts or 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 the retiring officer to stay until the next AGM.

8. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

8.1 The Committee shall hold at least 4 ordinary meetings each year.

8.2 A special meeting may be called at any time by the Chair or by two members of the Committee upon not less than seven days' notice being given to the Secretary 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.

8.3 The Chair shall chair the meetings and in her or his absence the Vice-chair shall take over or if he or she is also absent the Committee shall choose one of their number to chair the meeting before any business is transacted.

8.4 A President elected by The U3A shall not be a member of the Committee and shall not have voting rights.

8.5 There shall be a quorum when at least one-third of the members of the Committee for the time being or three members of the Committee, whichever is the greater, are present at the meeting.

8.6 Every matter shall be determined by a majority of votes of 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 an additional casting vote.

8.7 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 any member of The U3A request it.

8.8 The Committee may from time to time make and alter rules 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.

- 8.9 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-committee shall be fully and promptly reported to the Committee.
- 8.10 No Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by her/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.

9. FINANCE

- 9.1 The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account/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.
- 9.2 The funds belonging to The U3A shall be applied only in furthering its objects.
- 9.3 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.
- 9.4 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

All property of The U3A shall be applied solely towards the objects of The U3A. 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 her/his 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 TheU3A;
- (ii) the preparation of annual statements of the accounts for The U3A;
- (iii) the independent examination of the statement of account of The U3A; and
- (iv) the transmission of the statement of account of The U3A to the Charity Commission (if income or expenditure exceeds £10,000).

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.

13. ANNUAL GENERAL MEETING

- 13.1 An AGM of The U3A shall be held in the month of May in each year or as soon as practicable thereafter but not later than 15 months after the preceding AGM.

- 13.2 Every AGM shall be called by The Committee. The Secretary shall give at least 21 days' notice of the AGM by public announcement to members of the U3A. All members of the U3A shall be entitled to attend and vote at the meeting.
- 13.3 Accidental omission to give notice to any member shall not invalidate the proceedings of the AGM.
- 13.4 The Committee shall present to each AGM through the offices of Chair, Treasurer and Secretary, or their nominees, the reports and accounts of The U3A for the preceding year for approval.
- 13.5 The Committee shall nominate and seek approval for the appointment of the examiner of the accounts.
- 13.6 All members of The U3A are eligible to nominate and second any other member for election to the Committee in writing – with written approval of the nominee. Nominations must be in the hands of the Secretary at least 14 days before the AGM.
- 13.7 Should nominations exceed vacancies, election shall be by ballot at the AGM.
- 13.8 Any proposals to amend the Constitution subject to clause 16 shall be considered at the AGM and any other business published in the agenda that shall list "Election of Members to the Committee" as the last item.

14. SPECIAL GENERAL MEETING

The Committee may call a Special General Meeting of The U3A at any time and if at least 20% of the members request such a meeting in writing to the Secretary stating the business to be considered. The Secretary shall give at least 21 days' notice of the meeting, stating the business to be discussed. There shall be a quorum when 40% of the members are present. Accidental omission to give notice to any member shall not invalidate the proceedings.

15. PROCEDURE AT GENERAL MEETINGS

- 15.1 The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of TheU3A.
- 15.2 There shall be a quorum when at least 20% of the number of members of The U3A, are present at any General Meeting.
- 15.3 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 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.
- 15.4 The Chair of The U3A shall be the Chair of the General Meeting at which he/she is present unless the Committee decides to ask the President to preside. In the absence of the proposed Chair, The Committee shall have the power to elect a chair for the meeting.
- 15.5 If there is a tied vote the Chair of the meeting shall have an additional casting vote.

16. ALTERATIONS TO THE CONSTITUTION

- 16.1 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 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.
- 16.2 Any proposal passed at an AGM shall take effect at the conclusion of the meeting.
- 16.3 No amendments 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 Charity Commissioners.

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

17. DISSOLUTION

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 three-quarters majority of those present and voting, 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 to other such local charitable institution 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 must be sent to the Charity Commission.

18. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING

- 18.1 Until the first Annual General Meeting takes place the Steering Group Constitution shall take effect.
- 18.2 This constitution was adopted by the membership at an AGM on 2 April 2008 and I certify that this is a true copy.

Signed:

Dated:

Issued April 2008.