



*CONSTITUTION OF THE CHARITY NAMED BELOW, AN UNINCORPORATED MEMBERS ASSOCIATION, AND A MEMBER OF THE THIRD AGE TRUST*

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER\*: 1105255

This constitution was adopted by the membership at the SGM held on:

**5 November 2015**

**I certify that this is a true copy**

Signed

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Office (Secretary or Chairman of the meeting)

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Date of Certification

**1. NAME**

The name of the charity is Aughton and Ormskirk University of the Third Age hereinafter referred to as 'The U3A'.

**2. PROPERTY AND ASSETS**

Subject to the matters set out below, The U3A and its property and other assets shall be administered and managed in accordance with this constitution, by the Trustees.

**3. OBJECTS**

The Objects of The U3A are to:

- (i) advance the education of the public and in particular the education of older people no longer in full time gainful employment in Aughton, Ormskirk and West Lancashire and its surrounding locality.
- (ii) provide 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. TRUSTEES**

There shall be established a separate board of Trustees

*i. Governance and Management*

The Trustees are legally responsible for the Activities of The U3A

The Trustees primary role is to carry out the requirements of charity law.

The Trustees shall delegate the day to day management of The U3A to a management Committee.

ii. *Management Committee / Trustee links*

Each Trustee shall be given:

- a. A copy of the Constitution, the Trustees' Code of Conduct, the management structure and the contact details of all Committee members;
- b. Copies of Minutes (draft and approved) of Management and other Committee meetings;
- c. Copies of all relevant Financial Statements;
- d. Each Trustee shall have a right to attend all Management Committee meetings with a right to speak but not to vote. This shall not prejudice the voting rights of those trustees who are also members of the Management Committee.

iii. Appointment of Trustees

The board of trustees shall consist of seven members.

- a. The chairman, the secretary and the treasurer of the Management Committee.
- b. Four trustees who are members of The U3A but not members of the Management Committee.
- c. Non Management Committee Trustees shall be elected by the membership at a general meeting to serve a four year term using a similar procedure to that used for appointing members to the Management Committee – see Section 5.vii
- d. The chairman of the board of trustees shall be elected by the trustees from the elected trustees.
- e. The secretary of the Management Committee shall also be the secretary of the Board of Trustees
- f. After leaving the Trustees a member shall not be eligible for election as a trustee for the next two years.
- g. After leaving the Management committee, a member shall not be eligible for election as a trustee for the next two years.
- h. There shall be no co-options to the board of trustees.
- i. Should more than one vacancy arise, there shall be a Special General Meeting to return the board of trustees to its full complement.
- j. The business of the trustees shall not be invalidated by any vacancy among their number or any failure to appoint or any defect in the appointment or election of a member.

iv. Cessation of Office

A Trustee shall cease to hold office if he:

- a. is disqualified from acting as a trustee by virtue of charity law;
- b. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- c. is absent without the permission of the trustees from three consecutive meetings and the trustees resolve that his office be vacated;

- d. is removed by resolution of the trustees for significant misconduct under the Trustees' Code of Conduct. Such a resolution may be passed only after the completion of the disciplinary procedure set out in that Code;
- e. notifies in writing to the trustees a wish to resign (but only if six members of the trustees 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);
- f. ceases to be a member of The U3A;
- g. becomes an officer or non-officer member of the Executive Committee of any other U3A.

v. Conduct of Meetings

- a. The trustees shall meet at least twice in each calendar year.
- b. Trustees shall form a quorum when at least one half is present.
- c. Each meeting shall be chaired by the chairman of the board of trustees.
- d. In his absence, meetings shall be chaired by a board member appointed by those members present.

vi. Content of Meetings

Key items of business will include:

- a. Review and approval of annual accounts of The U3A prior to their submission to the membership;
- b. Consideration of reports from the Management committee including strategic planning of The U3A's development, progress, direction and succession for all key posts.
- c. Consideration of issues submitted by Management Committee to trustees.
- d. Consideration of issues submitted by members to trustees.

## 5. **MANAGEMENT COMMITTEE AND OFFICERS**

- i. The management Committee shall manage the day to day affairs of The U3A as directed by the Trustees
- ii. There must be at least 5 and not more than 15 U3A members appointed to the Management Committee. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Management Committee if they are currently serving as an Officer or non-Officer member of the Management Committee of any other local U3A.
- iii. *Appointment of members to the Management Committee*

Candidates, including those members seeking a further term, are elected to the Management Committee at the Annual General Meeting in accordance with section vii below

iv. *Officers*

The Officers are the Chairman, not more than two Vice Chairmen, Treasurer, Secretary and Membership Secretary. An individual may only serve in one Officer Role at a time.

The Chairman of the Management Committee shall be the Chairman of The U3A.

v. *Appointment of Officers*

The Officers shall be appointed annually, from amongst the Management Committee members, by decision of the Management Committee at its first meeting after each Annual General Meeting.

vi. *Terms of office and limits on periods of service*

- (a) Members of the Management Committee have a three year term of office. A retiring Management Committee member may be reappointed for a further term. No one can serve more than two terms. Service as an executive committee member under previous constitutions counts as service under this constitution
- (b) Subject to (a) above the Chairman, and Vice Chairmen have a one year term of office. An individual may serve not more than two terms in the respective role.
- (c) Subject to (a) above the Treasurer, Secretary and Membership Secretary have a one year term of office and may serve not more than six terms in that role. They may not then be appointed to any other Officer role. For the avoidance of doubt, if any of the Treasurer, Secretary or Membership Secretary serve less than this period and ceases to serve in their respective role, they could be appointed to another Officer role or could serve as a non-Officer.

vii. *Nomination and election of candidates*

Prior written nomination of any candidate for appointment as a member of the Management Committee at an Annual General Meeting shall normally be required, made by a proposer and seconder from amongst the membership of The U3A, 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 Management 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.

viii. *Casual vacancies – Officers and Management Committee*

The Management Committee may fill any vacancy arising amongst the Officers or the non-Officer Management Committee members, until the following Annual General Meeting. A person so appointed may stand for appointment to a first full term at that meeting, provided he is a member of The U3A.

ix. *Co-options to Management Committee*

The Management Committee may in addition appoint not more than two co-opted members of the Management Committee (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 Management 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.

**6. MEMBERSHIP**

- i. Membership of The U3A shall be open to individuals who are in their Third Age 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 Management Committee and to pay the annual subscription as determined by the Management Committee and approved by the membership at an Annual General Meeting. No individual may be admitted to membership if the Management Committee considers that they do not meet these conditions.
- ii. Every individual member shall have one vote.
- iii. Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.
- iv. The Management Committee may terminate the membership of any individual:
  - (a) if annual membership or other fees are unpaid two months after the due date;
  - or
  - (b) 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;

Provided that in the case of proposed expulsion at the end of a disciplinary procedure, the individual concerned shall have the right to be heard by the Trustees, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made.

**7. HONORARY PRESIDENT**

- i. The Trustees shall have the power to recommend an Honorary President /Vice President(s) of The U3A to the Annual General Meeting. The person recommended shall not be a member of The U3A If appointed; he/she will serve for a period of three years. A retiring Honorary President or Vice President may be re-appointed for a further term. There is no limit on the number of terms that may be served.
- ii. The Honorary President / Vice President shall not be deemed a charity trustee and shall not be a member of the Management Committee but may be invited to attend any Management Committee meeting at the decision of the Management Committee and shall be entitled to attend the Annual General Meeting as a guest.

**8. HONORARY LIFE PRESIDENT**

- i. The Trustees shall have the power to recommend an Honorary Life President of The U3A to the Annual General Meeting. The person recommended must have provided exceptional service to The U3A over many years, to be appointed The Honorary Life President shall not be deemed a charity trustee and shall not be a member of the Management Committee but may be invited to attend any Management Committee meeting at the decision of the Management Committee.

## **9. POWERS**

In furtherance of the charitable purposes but not otherwise, the Trustees may exercise the following powers to:

- i. 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. 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 charitable purposes (subject to any restricted funds being applied to the relevant restricted purposes);
- iii. buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal);
- iv. sell, lease or otherwise 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;
- vi. support any charitable organisations with regard to the pursuit of The U3A's charitable purposes;
- vii. appoint and constitute such advisory committees as the Trustees may think fit;
- viii. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- ix. 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. 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. 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.

## **10. DEFECTS IN APPOINTMENTS**

- i. The proceedings of the Management 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.

## **11. CESSATION OF OFFICE –MANAGEMENT COMMITTEE MEMBERS**

- i. A member of the Management Committee shall cease to hold office if he:
  - (a) is disqualified from acting as a member of the Management Committee by virtue of charity law;
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - (c) is absent without the permission of the Management Committee from three consecutive meetings and the Management Committee resolve that his office be vacated;
  - (d) is removed by resolution of the Trustees 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;

- (e) notifies in writing to the Management Committee a wish to resign (but only if at least five members of the Management 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);
- (f) ceases to be a member of The U3A;
- (g) becomes an Officer or non-Officer member of the Management Committee of any other U3A.

## **12. MEETINGS AND PROCEEDINGS OF THE MANAGEMENT COMMITTEE**

- i. The Management Committee shall hold at least 4 meetings each year.
- ii. Additional meetings may be called at any time by the Secretary on behalf of the Chairman or by any two members of the Management Committee, upon not less than seven days' notice being given to other members of the Management 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.
- iii. The Chairman shall chair the meetings and in his absence a Vice-Chairman shall take over or, if there is no Vice-Chairman present, the Management Committee shall choose one of their number to be Chairman of the meeting before any business is transacted.
- iv. There shall be a quorum when at least one-third of the number of members of the Management Committee or three members of the Management Committee, whichever is the greater, are present at the meeting.
- v. Every decision shall be determined by a majority of votes of the members of the Management Committee present and voting on the question, but in the case of equality of votes, the Chairman of the meeting shall have a casting vote in addition to his own vote.
- vi. The Management 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.
- vii. The Management 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.
- viii. The Management Committee may appoint sub-committees including at least one member of the Management Committee, for the purpose of performing any function or duty which in the opinion of the Management 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 Management Committee. The Management 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 Management Committee. They may take such decisions and authorise expenditure in accordance with the limits delegated to them by the Management Committee.
- ix. No Management 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 Management Committee member or by reason of any mistake or omission made in good faith by any Management 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 Management Committee member in question.

## **13. FINANCE**

- i. The financial year of The U3A shall end on such date as the Management Committee shall decide, provide always that the financial year must be in accordance with applicable charity law requirements and the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.

- ii. The funds of The U3A shall be paid into such accounts as the Management 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 Management Committee from time to time. Members of The U3A, authorised by the Management Committee to do so and in accordance with their delegated powers, may arrange and authorise any transaction on any of The U3As accounts and dual authorisation shall normally be required for all transactions.
- iii. The Trustees, through the Management 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.
- iv. The funds belonging to The U3A shall be applied only in furthering the charitable purposes.
- v. No funds shall be transferred in any way to Trustees or Management 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 Trustees or Management Committee in the discharge of his duties for The U3A.
- vi. 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.

#### **14. PROPERTY**

- i. All property of and held on behalf of The U3A shall be applied in accordance with charity law.
- ii. Title to any property shall be held on behalf of The U3A in such manner as the Trustees think fit from time to time and in ways permitted by charity law.

#### **15. ACCOUNTING AND REPORTING**

- i. The Trustees shall comply with their obligations under charity law, and observe applicable time limits in the case of obligations to file items with the Charity Commission, with regard to:
  - (a) the keeping of accounting records for The U3A;
  - (b) the preparation of annual statements of account and a trustees' report for The U3A;
  - (c) the audit or independent examination of the statements of account of The U3A (if required by law);
  - (d) the making of a charity annual return to the Charity Commission;
  - (e) the transmission of the statement of accounts and trustees' report of The U3A to the Charity Commission.

#### **16. ANNUAL GENERAL MEETING**

- i. There shall be an Annual General Meeting of The U3A which shall be held on such date as the Trustees may determine in each calendar year.
- ii. Every Annual General Meeting shall be called by the Management 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 set out the business of the meeting, including resolutions to be proposed, and shall provide information about proposals for the election of Trustees, and Officers and non-Officer members of the Management Committee to be made at that meeting. All members of The U3A shall be entitled to attend and vote at the meeting.



- iii. The Trustees shall present to each Annual General Meeting the trustees' report and annual accounts of The U3A for the preceding year.
- iv. The Trustees shall seek approval for the appointment of any independent examiner or auditor for the accounts from the membership at the Annual General Meeting, if permitted or required to do so by charity law.
- v. Any proposals to amend the constitution subject to clause 17 shall be considered at the Annual General Meeting as shall any other business as set out in the notice.

## **17. SPECIAL GENERAL MEETING**

The Trustees may call a Special General Meeting of The U3A at any time and if at least 10% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting which shall be held within three months of the date on which the request is received. At least 21 days notice shall be given. The notice must state the business to be discussed.

## **18. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS**

- i. 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 Management Committee for such communications. A member may opt to return to hard copy communications at any time.
- ii. Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.
- iii. The Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- iv. There shall be a quorum when at least 100 of the members of The U3A, who have paid the membership subscription for the current membership year, are present at any General Meeting.
- v. 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 Trustees 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.
- vi. The Chairman of The U3A shall be the Chairman of any General Meeting at which he is present. In the absence of the entitled Chairman, the Trustees present shall have the power to elect a Chairman for the meeting.
- vii. If there is a tied vote the Chairman of the meeting has a single casting vote.

## **19. ALTERATIONS TO THE CONSTITUTION**

- i. 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 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 20 (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.
- iv. The Committee shall promptly send to the Charity Commission a copy of any amended Constitution.

## 20. 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 two-thirds majority of those present and voting the Trustees 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 of accounts or account and statement for the final accounting period of The U3A must be sent to the Charity Commission.

## 21. TRANSITIONAL PROVISIONS

### i. Trustees

- a. The Trustees shall be appointed at the first Annual General Meeting following the adoption of this Constitution.
- b. In the period between adoption of this constitution and appointment of the Trustees the Management Committee shall continue to operate in accordance with the 2004 Constitution
- c. To stagger the retirement of Trustees, following the first election of trustees under the above provisions, the trustees shall arrange that:
  - i. Two Trustees shall retire at the end of a two year term. They are eligible for re-election against other U3A members
  - ii. The two Trustees who have not been up for re-election shall serve the maximum four year term

### ii. Management Committee

- a. On ratification of this constitution members of the Executive Committee who are part way through a three year term of office may complete that term of office as a member of the Management Committee.

\_\_\_\_\_ CLAUSE 21 IS THE FINAL CLAUSE OF THIS DOCUMENT \_\_\_\_\_