

**CONSTITUTION OF THE SOUTH WEST HERTS UNIVERSITY OF THE THIRD AGE (THE U3A), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION.**

**1. Name.**

The name of the Charity is South West Herts U3A 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 as constituted under Clause 6 below.

**3. Objects.**

The advancement of education and, in particular, the education of older people and those who are retire from full time work by all means, including associated activities conducive to learning and personal development in South West Hertfordshire and its surrounding locality.”

**4. Powers.**

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

- (i) power 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) power to receive donations, endowments, sponsorships, 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) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- (iv) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the charity.
- (v) power 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) power to support any charitable trust, association or institution formed for all or any of the Objects.
- (vii) power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- (viii) power to organise and run conferences, lectures, seminars and courses.
- (ix) power to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos.
- (x) power to participate in and assist in the development of area and regional groupings of U3As.
- (xi) power to do all such other lawful things as are necessary for the achievements of the Objects.

**5. Membership.**

- (i) Membership of The U3A shall be open to individuals who are interested in furthering the work of The U3A and have paid the annual subscription as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting.
- (ii) Membership may be split into two classes Full Membership and Associate Membership. Full members shall enjoy all the rights and privileges of membership as outlined in the constitution and be subject to

all the obligations of such membership. Associate Members shall enjoy the same rights and meet the same obligations save that they shall only be entitled to attend the business part of the monthly general meeting, and/or to hear the monthly speaker, if there is sufficient space after the Full Members have been accommodated. The decisions on whether or not to permit Associate Membership, and whether or not to admit Associate Members to Full Membership, will be made at a General Meeting of the members.

- (iii) Every individual shall have one vote.
- (iv) The Executive Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid after one calendar month from the due date or if 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 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.
- (v) A decision to limit the total number admitted to membership shall be made only at an Annual General Meeting or at a Special General Meeting.
- (vi) Members have the responsibility to notify the Membership Secretary of any change of address.
- (vii) Members are allowed to bring visitors to any U3A General or Special Meeting and, if approved by the Study Group Leader, to any Study Group Meeting. Unless the purpose of the visit is to provide expertise to The U3A or the Group, a visitor shall be entitled to attend only one general or special meeting or one Group Meeting of each Group in any one year. A charge of £1 per visit will be made which will entitle the visitor to temporary membership for that meeting. This fee may be waived in respect of a person invited by the Chairman, Executive Committee or Group Leader or to aid a disabled member or member on Income Support.
- (viii) The U3A shall encourage reciprocal arrangements with other U3As and nothing in clause 5 shall prevent a member of another U3A from enjoying the benefits of membership of a specific Study Group on such terms and conditions as the Executive Committee may agree.

## **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) Officers:  
At the Annual General Meeting of The U3A the members shall elect from amongst themselves a chairman, a vice chairman, a secretary and a treasurer who shall hold office from the conclusion of that meeting for a period of three years in accordance with Clause 7, item (v).
- (ii) The Executive Committee shall consist of not less than five and not more than twelve members being the officers specified above and not less than one and not more than eight members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (iii) The Executive Committee may in addition appoint not more than four co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting
- (iv) Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership and such an appointee shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.
- (v) 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.

- (vi) 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 affairs.
  - (c) Is absent without permission of the Executive Committee from three 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 decision 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 twenty one days from the receipt of the resignation).
- (vii) All officers and members of the executive committee are required to be Trustees of the Charity.

### **7. Election of members of the Executive Committee.**

- (i) The election of members of the Executive Committee shall be held at the Annual General Meeting of The U3A.
- (ii) At least sixty days before the AGM the membership will be informed in writing as to which vacancies have arisen due to retirement, resignation or other reason and also which principal officers and committee members are eligible for confirmation at the AGM to serve for a further year and appropriate nomination papers will be made available to members on request at that time.
- (iii) Nominations for vacancies on the committee duly agreed by the nominee and having been proposed and seconded by current members, shall be delivered to the Secretary no later than thirty days prior to the meeting. All voting shall be by secret ballot.
- (iv) The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- (v) Officers and Members of the Executive Committee shall serve for a period of three years, and all may stand for re-election on completion of their term. However, no-one may hold the Office of Chairman, Vice-Chairman, Treasurer nor Secretary for more than six consecutive years in the same post without the intervention of a period of at least one year.
- (vi) If insufficient nominations are received to fill the vacancies for 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 consider and put themselves forward as a candidate for one of the vacancies. A vote must be taken on this motion and must be carried by not less than two thirds 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 Officers posts or no member of the newly elected committee being willing to take on one or more of the Officers positions a majority decision can be taken by the Executive Committee to ask the retiring Officer to stay until the next AGM.

### **8. President and Life members.**

- (i) A President may be proposed, seconded and elected by a simple majority of those present at the AGM. The President will have normal membership rights but will pay no membership subscription and may be invited to preside but not vote at meetings. A President may be re-elected at the end of their three year term of office.

- (ii) For election at the AGM the Committee may nominate as a Life Member one person who in their opinion has provided an exceptional service to The U3A. Life members will have normal membership rights but pay no membership fees; their membership fee in the year they are elected being deemed to be a lifetime membership subscription.”

### **9. Meetings and Proceedings of the Executive Committee.**

- (i) The Executive Committee shall hold at least four ordinary meetings each year. The Agenda with relevant papers shall be made available to every Executive Committee member at least seven days prior to the meeting.
- (ii) A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than seven days' notice being given to all other members of the Executive Committee of the matter 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 or her absence the Vice- Chairman shall take over or if he or she is absent the Executive Committee shall choose one of their number to be the 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 number of members of the Executive Committee for the time being including at least one Officer or three members of the Executive Committee including at least one Officer, 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 Sub-Committees 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. No rule may be made which is inconsistent with this Constitution.
- (ix) The Executive Committee may appoint sub-committees consisting of not less than 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 sub-committees shall be fully and promptly reported to 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 or 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.

### **10. 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 two Executive Committee members one of whom should be an officer.

- (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 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.
- (v) The Treasurer shall keep accounts of all the monies received and expended on behalf of The U3A and shall prepare and publish such accounts, duly examined, at the AGM.
- (vi) All monetary transactions, including those for Study Groups, shall be made through a properly authorised account in accordance with the directives of the Executive Committee and the Treasurer shall be provided with full details of all transactions in a format agreed by the Committee.
- (vii) Any member collecting and paying out money (other than donations for refreshments) within a Study Group for the benefit of The U3A members shall be accountable to the relevant Study Group by keeping accounts of all monies received and expended on behalf of the Group, and shall prepare a Receipts and Payments Account up to the 31<sup>st</sup> March in each year in a format agreed by the Committee for presentation to the Study Group before the AGM. A copy of the said Receipts and Payments account shall be given to the Treasurer so as to be received no later than the 21<sup>st</sup> April of the same calendar year and this shall be incorporated into the main accounts of The U3A in an appropriate form for reporting purposes at the AGM.

#### **11. Accounts.**

The Executive Committee shall comply with their obligation under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records;
- (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. Property.**

All property in The U3A shall be applied solely towards the objects of The U3A. Ownership of property is vested in The U3A and items may with agreement of the Executive Committee be transferred on a temporary basis to a nominated member's home in pursuance of his or her designated role until such time as the member's tenure of office ceases or the Executive Committee requests its return.

#### **14. Annual General Meeting.**

- (i) There shall be an Annual General Meeting of The U3A which shall be held within ninety days of the thirty first of March in each year or as soon as practicable thereafter but not later than fifteen months after the preceding Annual General Meeting.
- (ii) The Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least twenty eight 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 the Annual General Meeting.

- (iv) The Executive Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.
- (v) The Executive Committee shall seek approval for the appointment of the Examiner for the accounts.
- (vi) Any proposal to amend the Constitution subject to clause 17 shall be considered at the Annual General Meeting and any other business published in the agenda.

### **15. Special General Meeting.**

The Executive Committee may call a Special General Meeting of The U3A at any time or if the lower of 50 of the members or 20% of the membership on the day preceding the meeting request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 20% of the members on the day preceding the meeting are present.

### **16. 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 20% of the members on the day preceding the meeting are present at any General Meeting.
- (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 it shall be adjourned until the same day in the next week at the same time and at the same place or otherwise as the Executive Committee may direct.
- (iv) The Chairman of The U3A shall be the Chairman of the General Meeting at which he or she is present unless the Executive Committee makes the decision to ask the President to preside.
- (v) If there is a tied vote the Chairman of the meeting shall have a second or casting vote.

### **17. 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 and an explanation of the reason for it.
- (ii) No amendment may be made to Clause 1, Clause 3 or Clause 18 or this Clause without the prior consent in writing of the Charity 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 Executive Committee shall promptly send to the Charity Commissioners a copy of any amendment made under this clause.

### **18. 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 less than twenty one 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 the 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 for the final accounting period of The U3A must be sent to the Charity Commissioners.

**19.** The original Constitution was adopted by the members in General Meeting on the 9<sup>th</sup> June 2003.

Signed ...**Mary Coleman**.....Chairman

Signed ...**Shirley Hughes** ..... Secretary

The previous amended version was approved at a General Meeting of members on 11th June 2012.

Signed ...**John Britten**.....Chairman

Signed ...**Judith Evans**..... Secretary

This amended version was approved at a General Meeting of members on 11th June 2018.

Signed ...**Neville Halliwell**.....Chairman

Signed ...**Jill Elliott**..... Secretary

This amended version was approved at a Special General Meeting of members on 9th September 2019.

Signed ...**Mike Finley**...Chairman

Signed ...**Jill Elliott**... Secretary