

CONSTITUTION OF THE MADELEY AND DISTRICT UNIVERSITY OF THE THIRD AGE (u3a), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, AMENDED 19th March 2012, 20th July 2021 and 8th September 2022.

1. NAME

The name of the charity is Madeley and District 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 elected 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 Madeley 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 provided 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 u3as.
- (xi) Do all such other lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

- (i) 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 Annual General Meeting.
- (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 Committee may and for good reason terminate the membership of any individual or member organisation if annual membership or other fees are unpaid for 3 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 COMMITTEE

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.

- (i) **Honorary Officers**
The honorary officers (Chairperson, Membership Secretary, General Secretary and Treasurer) shall be appointed by the elected committee at its first meeting

and a President, if the creation of such a post has been agreed at a General Meeting.

- (ii) The Committee shall consist of not less than 5 members. The Committee may in addition appoint members who shall have full voting rights and have tenure until the next Annual General Meeting.
- (iii) Persons who need not be members may be invited by The 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.
- (iv) Vacancies on The Committee which arise through resignation or termination during the year can be filled 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 Annual General Meeting.
- (v) The proceedings of The Committee shall not be invalidated by any vacancy among its 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 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 the 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 shall 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 COMMITTEE

- (i) The election of members of The Committee shall be held at the Annual General Meeting of The u3a.
- (ii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- (iii) Normally officers and Committee members shall serve for a period of 3 years. Retiring Officers and Committee members may offer themselves for re-election.
- (iv) If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, The Committee may as a last resort, appeal to the

assembled members at the Annual General Meeting for permission to ask whether anyone present is 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 by not less than two thirds of the members present for the request to be made.

- (v) 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

- (i) The election of members of The Committee shall be held at the Annual General Meeting of The u3a.
- (ii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- (iii) Normally officers and Committee members shall serve for a period of 3 years. Retiring Officers and Committee members may offer themselves for re-election.
- (iv) If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, The Committee may as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present is 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 by not less than two thirds of the members present for the request to be made.
- (v) 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.

9. FINANCE

- (i) 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.
- (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 kept on a temporary basis in a nominated member's home in pursuance of his/her designated role until such time as the member's responsibility for that role ceases or The Committee requests their return.

11. ACCOUNTS

The Committee shall comply with its 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 Committee shall comply with its 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 Charity Commission.

13. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of the u3a which shall be held no than 15 months after the preceding Annual General Meeting.
- (ii) Every Annual General Meeting shall be called by The Committee. The Secretary shall give at least 21 days' written notice of the Annual General Meeting to all the members of The u3a. All the members of The u3a shall be entitled to attend. Only individual members will be entitled to vote at the meeting.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of the General Meeting.
- (iv) The Committee shall present to each Annual General Meeting the report and accounts of The u3a for the preceding year for approval.
- (v) The Committee shall seek approval for the appointment of the examiner for the accounts.
- (vi) Nominations for election to The Committee must be made by members in writing and must be in the hands of the Secretary of The Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (vii) Any other business published in the agenda.

- (viii) In exceptional circumstances the AGM may be conducted by video conference and/or by email or other electronic means.

14. SPECIAL GENERAL MEETING.

The Committee may call a Special General Meeting of the charity 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. At least 21 days notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 10% of the members are present. Accidental omission to give notice to any member shall not invalidate the proceedings.

15. PROCEDURE AT GENERAL MEETINGS

- (i) The Secretary or other person specially appointed by The Committee shall keep a full record of proceedings at every General Meeting of The u3a.
- (ii) There shall be a quorum when at least 10% of the number of members of The u3a, 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 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 the quorum.
- (iv) The Chairperson of The u3a shall be the Chairperson 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 Chairperson, The Committee shall have the power to elect a chairperson for the meeting.
- (v) If there is a tied vote the Chairperson of the meeting shall 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 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 (name), clause 3 (Objects), clause 17 (dissolution) or this clause without the prior consent in writing of the Charity Commission.
- (iii) No amendment may be made which would have the effect of making the u3a cease to be a charity at law.
- (iv) The Committee shall promptly send to 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 two thirds 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 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.

18. ADOPTION

This constitution was adopted on 8th September 2022 by the persons whose signatures appear below.

Chairperson (Roy Gadsden).....

General Secretary (Andrew Wood).....

Treasurer (Rob Wilcox).....