**RAMSEY & DISTRICT U3A**

**THE UNIVERSITY OF THE THIRD AGE**

**THE CONSTITUTION**

**THE CONSTITUTION OF THE RAMSEY AND DISTRICT UNIVERSITY OF THE THIRD AGE (U3A),**

A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION

This Constitution was adopted by the membership at the AGM held on……………….

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| **I certify that this is a true copy** |
| Signed |
| Office (Secretary or Chairman of the meeting) |
| Date of Certification |

**1. NAME**

The name of the charity is RAMSEY AND DISTRICT 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 7 of this constitution.

**3. OBJECTS**

The Objects of The U3A are:

(i) To advance education and in particular the education of people no longer in full time gainful employment in Ramsey 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 for the U3A 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, promote and participate in conferences, lectures, seminars, courses and educational events.

(ix) Publish supply and make available books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos whether in printed, electronic or any other forms.

(x) Participate in and assist in the development of area and regional groupings of U3As.

(xi) Do all such lawful things as are necessary for the achievement of the Objects.

**5. MEMBERSHIP**

(i) Membership of the U3A shall be open to individuals who are in their Third Age and are 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, or Special General Meeting.

(ii) Every individual member shall have one vote.

(iii) Members are bound by and shall observe any membership conditions, Rule Book and any disciplinary code of The U3A.

(iv) The Committee may terminate the membership of any individual:

1. If annual membership or other fees are unpaid for 2 months after the due date

or

1. 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 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 Committee accompanied by a friend acting in their personal capacity who may also speak, or make written representation before a final decision is made.

**6. HONORARY PRESIDENT**

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

**7. 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.

At the Annual General Meeting of The U3A the members shall elect from amongst themselves a committee.

1. The Committee shall consist of not less than 5 and not more than 10 members.
2. The newly elected Committee shall take office at the conclusion of the Annual General Meeting. The officers are a Chairman, not more than 2 Vice-Chairmen, a Secretary, and a Treasurer.
3. Officers will be appointed by the elected Committee at its first meeting after the AGM.
4. Subject to the maximum specified in para (i) above the Committee may appoint not more than 2 co-opted U3A members to the Executive Committee, 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 Executive Committee in accordance with the relevant provisions of this constitution. Provided always that an individual cannot be co-opted more than 3 times in succession.
5. The Committee have the right to commission reports and have these reports presented at the committee meetings.
6. The Executive Committee may fill any vacancy arising amongst the Officers or the non-Officer Executive Committee members, until the following Annual General Meeting. Any such appointee must be a member of The U3A. A person so appointed, who shall have full voting rights, may stand for appointment to a first full term at that meeting
7. 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.
8. 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 Charity Law.

(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 4 members of The 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 Executive Committee of any other U3A.

**8. ELECTION OF MEMBERS OF THE COMMITTEE**

1. Committee Members shall be appointed for a period of one year. Subject to being re-elected annually, Committee members shall serve for a maximum of FIVE consecutive years. After this, subject to the provisions below, there must be a break of at least one year. For the avoidance of doubt the five year period shall exclude any period when a Committee member holds the role of Chairman.
2. No-one may hold the office of Chairman or Vice-Chairman for more than THREE consecutive years without an intervening period of at least one year except that a retiring Vice-Chairman may stand immediately for the post of Chairman.
3. Prior written nomination of any candidate for appointment as member of The 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 21 days before the meeting.
4. 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 Committee.
5. If insufficient nominations are received to fill the vacancies for Officers and/or Committee members the current Committee may appeal to the assembled members at the Annual General Meeting whether anyone present is willing to reconsider and put themselves forward as a candidate for one of the vacancies.
6. In the event of no member of the newly elected committee being willing to take on one or more of theOfficer positions a majority decision can be taken by The Committee to ask one or more retiring officers to stay until the next AGM. If that takes the number of Committee members above 10 then the limit of 10 Committee members shall not apply.

**9. MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

1. The Committee shall hold at least 4 ordinary meetings each year.
2. A special meeting may be called at any time by the Chairman or by any two members of The Committee upon not less than 7 days’ notice being given to other members of The Committee of the matters to be discussed unless it concerns the appointment of co-opted Committee members in which case not less than 21 days’ notice must be given.
3. The Chairman shall chair the meetings and in his or her absence the Vice-Chairman shall take over or if he or she is also absent The Committee shall choose one of its number to be chairman of the meeting before any business is transacted.
4. There shall be a quorum when at least one third of the number of members of The Committee for the time being or three members of The Committee whichever is the greater, are present at the meeting.
5. Every matter 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 Chairman of the meeting shall have a second or casting vote.
6. 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 a member request it.
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. No rule may be made which is inconsistent with this constitution.
8. 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.
9. No Committee members shall be chargeable or responsible for loss caused by any act done or omitted to be done by him/her 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.

**10. FINANCE**

1. The Executive 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.
2. The financial year of The U3A shall end on such date as The Committee shall decide.
3. 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.
4. The funds belonging to The U3A shall be applied only in furthering the Objects.
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 in the course of U3A work.
6. 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.

**11. 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 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.

**12. ACCOUNTS**

The Committee shall comply with its obligations under Charity Law with regard to:

* 1. The keeping of accounting records for The U3A.
	2. The preparation of annual statements of account for The U3A.
	3. The independent examination of the statements of account of The U3A: and
	4. The transmission of the statements of account of The U3A to the Charity Commission.

**13. ANNUAL REPORT**

The Committee shall comply with its obligations under charity law, and observe applicable time limits in the case of obligations to file items with the Charity Commission, with regard to the preparation of an annual return and its transmission to the Charity Commission.

**14. ANNUAL GENERAL MEETING**

1. There shall be an Annual General Meeting of The U3A which shall be held in the month of APRIL in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.
2. Every Annual General Meeting shall be called by The Committee. The Secretary shall give at least 30 days' written 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 Committee Members to be made at that meeting. All the members of The U3A shall be entitled to attend and vote at the meeting.
3. The Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.
4. The Committee shall seek approval for the appointment of the examiner for the accounts.
5. 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.

**15. SPECIAL GENERAL MEETING**

1. The Committee may call a Special General Meeting of The U3A at any time.
2. If at least ONE FIFTH of the members request such a meeting in writing to the Secretary, stating the business to be considered, the Secretary shall call such a meeting.
3. At least 21 days’ notice shall be given of the Special General Meeting.
4. The notice must state the business to be discussed.
5. There shall be a quorum when ONE FIFTH of the members are present.

**16. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS**

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 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 Committee for such communications. A member may opt to return to hard copy communications at any time.
2. Accidental omission to give notice to any member shall not invalidate the proceedings.
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.
4. There shall be a quorum when at least ONE FIFTH of the number of members of The U3A is present at any General Meeting.
5. 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.
6. The Chairman of The U3A shall be the Chairman 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 Chairman, The Committee shall have the power to elect a chairman for the meeting.
7. If there is a tied vote the Chairman of the meeting shall have a second or casting vote.

**17. ALTERATIONS TO THE CONSTITUTION**

1. The prior consent of the Third Age Trust must be requested for any proposed alterations to The U3A’s constitution. The U3A may proceed with the proposed changes:

(a) At any time after specific consent has been received from the Third Age Trust;

or

(b) When 4 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.

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 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.
2. No amendment may be made to clause 1 (Name), clause 3 (Objects), clause 18 (dissolution) or this clause without the prior consent in writing of the Charity Commission.
3. No amendment may be made which would have the effect of making The U3A cease to be a charity at law.
4. The Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

**18. 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 the sent to the Charity Commission.

**19. ADOPTION OF CONSTITUTION**

The original constitution was adopted by the membership at the Inaugural AGM on 19th April 2011.

An amendment to Clause 4 was adopted at the AGM held on 8th April 2014 by the addition of sub-paragraph xii.

This Constitution was adopted at the AGM held on 11 April 2017 following a thorough review and rewrite.