

CONSTITUTION of the HARROW UNIVERSITY OF THE THIRD AGE (U3A)

A Member of the Third Age Trust as an Unincorporated Association

1. NAME

The name shall be "The Harrow University of the Third Age". {In this constitution called "the U3A"}.

2. OBJECTS AND POWERS

2.1. OBJECTS

The objects of the U3A are to advance the education of the public and in particular the education of middle aged and older people who are not in full time gainful employment in Harrow and its surrounding locality.

2.2. POWERS

- i. In furtherance of the above, the U3A may purchase, take on lease or in exchange hire and otherwise acquire and sell or dispose of real or personal property and any rights and privileges which the U3A may think necessary for the promotion of the objects.
- ii. Publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter.
- iii. Found and carry on schools and training courses and run discussion groups, organise lectures, seminars, conferences and courses.
- iv. Encourage and assist in the formation and operation of area and regional groupings of other U3As.
- v. Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of the U3A or any of them and to hold funds in trust for the same.
- vi. Do all such other lawful things as may be necessary for the attainment of the above Objects or any of them.

3. MEMBERSHIP

3.1.

All persons interested in supporting the Objects of the Third Age Trust shall be admitted to membership at the approval of the Committee and upon payment of the annual subscription as determined by the Committee provided that they agree to abide by this constitution and any conditions imposed by the Committee.

3.2.

The Committee may terminate membership of any member if

- i. There is any money owed to the U3A in respect of membership or other fees after three months following the due date.
- ii. That member acts in a way which is prejudicial to the U3A or brings it into disrepute.

4. MANAGEMENT

4.1.

- i. The Committee shall consist of at least five (5) and not more than twelve (12) members [excluding those who are co-opted] including the Chairman, the Vice-Chairman, the Secretary and the Treasurer ("the Principal Officers"). The Principal Officers and the other members of the Committee shall, subject to the provisions of clause 4.2 (vi.) below, be elected annually by postal ballot as provided for in clause 4.2 (i).
- ii. Not more than two (2) ordinary members co-opted to the Committee shall have full voting rights and their term of office shall expire at the next following Annual General Meeting.
- iii. Persons who need not be members may be invited by the Committee to serve the Committee because of their special expertise: they shall not have voting rights and their term of service shall expire at the Annual General Meeting next following their appointment.

4.2.

- i. The election of the Principal Officers and the ordinary members of the Committee shall take place by postal ballot and, subject to the provisions of clause 4.2 (vii), the results of the ballot shall be announced at the Annual General Meeting.
- ii. Nominations to the Committee, stating the details of the offices for which the nominee has been nominated and duly agreed and endorsed by the nominee shall be proposed,

seconded and delivered in writing to the Secretary at a date specified by the Committee ("the closing date"). No member may offer himself/herself for more than one (1) position.

- iii. The Committee shall within 21 days of the closing date send to each paid up member by 2nd class mail a ballot paper setting out the names of the members who have been nominated to the Committee, together with details of the offices for which they have been nominated save that in the event of there being no contested seats ballot papers will not be sent out.
- iv. Each paid up member wishing to vote shall complete the ballot paper and return it not later than the date specified therein ("the relevant date") to the address shown on the ballot paper.
- v. Any ballot paper received by the Committee after the relevant date shall not be counted.
- vi. Where more than one member is nominated to stand for election in respect of the same office, the member receiving the greatest number of votes for such office shall be elected. Where two or more members are nominated to stand election for the same office and there is an equality of votes in respect of any nomination, the election of a member to that office shall be put to the vote at the Annual General Meeting.
- vii. In the event that less than 10% of members entitled to vote or 100 members entitled to vote whichever is the lesser in the postal ballot exercise their right to do so, the postal ballot shall be declared void and the election of the Principal Officers and other members to the committee shall take place at the Annual General Meeting and the quorum at such Annual General Meeting for the purposes of electing the Principal Officers and the members to the Committee shall be eight (8) members.
- viii. The newly elected Committee shall take office at the conclusion of the Annual General Meeting at which the results of the postal ballot are announced or at which they were elected, as the case may be. There shall be no less than four (4) Committee meetings each year.
- ix. Each member shall serve on the Committee for a period of one (1) year and may then stand for re-election, provided that no member holds the same office for more than three (3) consecutive years without an intervening period of at least one year. No member shall serve on the Committee for more than six (6) consecutive years except in the case of a retiring Vice-Chairman who may stand immediately for the post of Chairman.
- x. Committee members may resign from their office by giving not less than twenty-one (21) days' notice in writing to the Secretary or the Chairman. The Committee has powers to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election.
- xi. At Committee meetings, matters shall be decided by a simple majority of votes of the Committee members present, in the case of an equality of votes, the Chairman shall have a second or casting vote.
- xii. The quorum for any Committee meeting shall be four (4).

4.3.

Special Committee meetings may be called at any time by the Chairman or by any two members of the Committee, upon seven (7) clear days' notice being given to all the Committee members of all the matters to be discussed.

4.4.

The Committee may appoint sub-committees to which it may from time to time, and for such time as it determines, delegate such of its powers and functions as it thinks fit. Sub-committees shall report back to the Committee as soon as possible on action taken under delegated powers.

4.5.

The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any member of any Committee or subcommittee.

4.6.

The Secretary shall ensure that minutes are kept of all sub-committee, Committee and general meetings.

5. ANNUAL AND SPECIAL GENERAL MEETINGS

5.1.

- i. An Annual General Meeting shall be held once a year in the month of March or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting. At least twenty-one (21) days' notice shall be given in writing to all members and subject to clause 4.2, a quorum shall be 10% of the paid up members or 100 paid up members whichever is the lesser. The business of the Annual General Meeting shall include:-
- ii. Receiving and approving the Annual Report,
- iii. Receiving and approving the examined accounts.
- iv. Declaring the results of the postal ballot to elect the Principal Officers and the other members to the Committee or, in the event that a postal ballot shall have been declared void pursuant to clause 4.2 (vii), electing the Principal Officers and other members to the Committee.
- v. Appointing an examiner to examine the accounts.

- vi. Considering proposals to alter the Constitution subject to the requirements of Clause nine (9) and
- vii. Considering any other business which has been published in the Agenda.

5.2.

A special General Meeting of the U3A may be convened at any time by a resolution of the Committee or upon a requisition signed by one fifth or more of the members stating the object of the meeting. A meeting held on such a requisition shall be called by the Secretary giving the other members fourteen (14) days' notice of such a meeting. There shall be a quorum when ten (10) percent or 100 members whichever is the lesser.

5.3.

The Chairman of the U3A shall be the Chairman of any Committee or General Meeting at which he/she is present, in his/her absence the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a second or casting vote.

5.4.

Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.

6. FINANCE

6.1.

All the income and property of the U3A shall be applied solely towards the Objects of the said U3A and none of it shall be paid or transferred in any way to its Committee members provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the said U3A [other than a Committee member] and repayment of out-of-pocket expenses to members or Committee members incurred in the course of the work of the U3A.

6.2.

The U3A shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest and otherwise. Any money raised and received may be retained by the U3A and be used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.

6.3.

The financial year of the U3A shall end on the 30th September in each year and the Annual General Meeting shall be convened in accordance with Clause 5.1 for the purpose of receiving the Annual Report and examined accounts.

6.4.

The Committee may appoint employees either permanently or on a fixed term basis, who are not members of the Committee as may from time to time be necessary for carrying out the work of the U3A and may fix their terms and conditions of employment. For the purposes of employment law the Committee shall be the employer.

6.5.

All proper costs charges and expenses incidental to the management of the U3A may be defrayed from the funds of the U3A.

6.6.

The Treasurer shall keep accounts of all the moneys received and expended on behalf of the U3A and shall prepare and publish such accounts duly examined at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.

6.7.

No Committee member shall be chargeable or responsible for the loss caused by any thing or act done or omitted to be done by him/her or any agent employed by him/her or by any other Committee member although the employment of such agent was strictly not necessary or expedient 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 on the part of the Committee member who is sought to be made liable.

7. PROPERTY

Any property of the Harrow U3A shall be vested in Trustees appointed for this purpose or where the appointment of Trustees is not appropriate shall be deemed to be held jointly by all members of the Committee.

8. POWERS OF THE COMMITTEE

All matters not provided for in this constitution relating to the Harrow U3A and not involving an amendment to this constitution shall be dealt with by the Committee.

9. ALTERATION TO THE CONSTITUTION

The provisions of this constitution other than Clauses 2 & 10 and this clause may be amended with the assent of not less than two-thirds of the members of the U3A present and voting at a General Meeting of the U3A. Twenty-one (21) clear days notice shall be given to the members stating the intention to put forward such a resolution. [No amendment shall be made which would cause the U3A to cease to be a charity].

10. DISSOLUTION

The U3A may at any time be dissolved by a resolution passed by a three-quarters majority of those present and voting at any meeting of the said U3A of which at least twenty-one (21) clear days notice stating the intention to put forward such a resolution shall have been sent to all members of the U3A. If any assets remain after the satisfaction of all debts and other liabilities, such as assets held by or in the name of the U3A shall be transferred to such charitable institution or institutions having objects similar to the U3A as the U3A shall decide.

Signed: *David Beck* (David Beck, Chairman - Harrow U3A)

Date: 14th April, 2005.

Original Constitution adopted and signed 2nd March 1992 H P Sinclair - Chairman

Incorporating amended clauses 4.1, 4.2 and 5.1 in accordance with Resolutions passed at a Special General Meeting held on Thursday 28th September, 1995, signed by H.P Sinclair - Chairman

Incorporating amended clauses in accordance with the resolutions passed at a Special General Meeting held on 24th April 1997, signed by M Sofia - Chairman

Incorporated amended clauses in accordance with the resolution passed at a Special General Meeting held on October 6th, 1998 signed by M Sofia - Chairman

Incorporating amended clauses in accordance with the resolutions passed at the Annual General Meeting held on 14 April 2005, signed by D Beck - Chairman

(Registered Charity Number 1009872)