



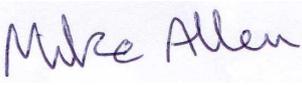
CONSTITUTION OF THE HARROW UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED ON 5th MARCH 2013

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER: 10098720

This constitution (clauses 1 to 16) was adopted by the membership at the AGM held on: 5th March 2013..

I certify that this is a true copy

Signed 

Chairman of the meeting

Date of Certification 5th March 2013

1. NAME

The name of the charity is The Harrow 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 members of the Executive Committee.

3. CHARITABLE PURPOSES

The charitable purposes of the U3A are:

- i. to advance education and in particular the education of people not in full time gainful employment who are in their Third Age (being the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) residing in Harrow and its surrounding locality.

In this constitution "people in their Third Age" has the meaning set out above.

The charitable purpose of the U3A may only be altered with the prior consent of the Charity Commission.

4. POWERS

In furtherance of the charitable purposes but not otherwise, the Executive Committee 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 Executive 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, 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.

5. **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 Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual General Meeting. No individual may be admitted to membership if the Executive 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 Executive Committee may terminate the membership of any individual;
 - (a) if annual membership or other fees are unpaid for more than 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 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 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 Executive Committee, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made and the decision of Executive Committee be final and binding.

6. THE EXECUTIVE COMMITTEE

- i. The management of the U3A shall be vested in an Executive Committee, which shall be the governing body of the U3A and its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of the U3A, may exercise all the powers of the U3A and shall deal with the administration, management and control of the affairs and property of the U3A;
- ii. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving as an Officer or non-Officer member of the Executive Committee of any other local U3A;
- iii. Honorary 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. They may also elect a Life President;
- iv. The Executive Committee:
The Executive Committee shall consist of not less than 6 and not more than 16 members being:
 - (a) the honorary officers specified in the preceding sub-clause,
 - (b) and up to 12 members for particular committee jobs such as defined in (c) below and approved at the Annual General Meeting, who shall hold office from the conclusion of that meeting,
 - (c) Membership Secretary, Study Group Coordinator, Premises Officer, Enquiries Officer, Members Liaison Officer, Newsletter Editor, Diary Secretary, Technical Advisor, Webmaster, Speakers' Secretary, Tours and Visits Co-ordinator,
 - (d) The Executive Committee may vary the composition and roles of the list of committee jobs listed in (c) above according to need,
 - (e) Life President, if elected, shall also be an extra member of The Executive Committee.
- v. The Executive Committee may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting;
- vi. Persons who need not be members of the U3A may be invited by the Executive 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;
- vii. Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership by the Executive Committee 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;
- viii. The proceedings of the Executive 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;
- ix. 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 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 Executive Committee from 3 consecutive meetings and the Executive Committee resolve that his or her office be vacated,
 - (d) is removed by resolution of the Executive Committee 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 (see Appendix One),
 - (e) ceases to be a member of the U3A,

(f) becomes an Officer or non-Officer member of the Executive Committee of any other local U3A.

x. Notifies in writing to the Executive Committee a wish to resign (but only if at least five members of the Executive 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).

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. The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting;
- iii. The Executive Committee members on election become Trustees of the U3A and shall be made aware of the Code of Conduct for U3A Trustees. (see Appendix One);
- iv. The Officers and Executive Committee members shall serve for a period of two years. They may stand for re-election provided that no one may hold the office of Chairman or Vice-Chairman for more than four 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;
- v. If insufficient nominations are received to fill the vacancies for Officers and/or Executive 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 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;
- vi. In the event of no nominations being received for one or more of the Honorary Officer posts a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next AGM.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- i. The Executive Committee shall hold at least 4 ordinary meetings each year;
- 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 other members of the Executive 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 or her absence the Vice-Chairman shall take over, or if he or she is also absent the Executive Committee shall choose one of its number to be chairman of the meeting before any business is transacted;
- iv. A Life President elected by the U3A shall be a member of the Executive Committee and shall 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 or three members of the Executive Committee whichever is the greater are present at the meeting;
- vi. Every decision 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 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;
- 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 (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution;

- ix. The Executive Committee may appoint sub-committees, including at least 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 sub-committees (except the Tours and Visits Sub-Committee) shall be fully and promptly reported to the Executive Committee. The Executive 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 Executive Committee, but may not make decisions and they shall not have any expenditure authority;
- x. The Tours and Visits Sub-Committee shall report routinely to the meetings of the Executive Committee;
- xi. No Executive Committee member 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 Executive Committee member or by reason of any other matter other than willful 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.

9. FINANCE

- i. The financial year of the U3A shall end on such date as the Executive Committee shall decide, provided 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, including all donations, contributions and bequests, shall be paid into an account/accounts operated by the Executive 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;
- iii. 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;
- 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 Executive 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 Executive 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.

10. 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 Executive Committee thinks fit from time to time and in ways permitted by charity law.

11. ACCOUNTING AND REPORTING

- i. The Executive 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:-
 - (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 for the Charity Commission,
 - (e) the transmission of the statement of accounts and trustees' report of the U3A to the Charity Commission.

12. CALLING OF ANNUAL GENERAL MEETING

- i. There shall be an Annual General Meeting of the U3A which shall be held in the month of March in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting;
- ii. Every Annual General Meeting shall be called by the Executive 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 and vote at the meeting;
- iii. The written notice shall include an Agenda;
- iv. The Agenda shall include all Resolutions proposed by the Executive Committee for adoption by the U3A with explanatory information;
- v. A member unable to attend an AGM or special meeting may appoint another member to act as their proxy for that meeting;
- vi. Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot at the AGM; A proxy form must be completed and signed by the member completing it.
- vii. Notices of meetings, documents and other communications from the U3A to a member may be sent electronically provided the relevant member wishes to receive them in this way;
- viii. Accidental omission to give notice to any member shall not invalidate the proceedings of the Annual General Meeting.

13. CALLING OF SPECIAL GENERAL MEETING.

- i. The Executive Committee may call a Special General Meeting of the U3A at any time, or if at least ten (10) per cent or 100 of the members, which ever is the less, 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. In either case the notice must state the business to be discussed;
- ii. Notices of meetings, documents and other communications from the U3A to a member may be sent electronically provided the relevant member wishes to receive them in this way;
- iii. Accidental omission to give notice to any member shall not invalidate the proceedings

14. PROCEDURE AT ANNUAL OR SPECIAL GENERAL MEETINGS

- i. There shall be a quorum when at least ten (10) per cent or 100, which ever is the less, paid up members of the U3A, are present at any General Meeting;
- ii. 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 Executive Committee may direct, provided that 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;
- iii. The Chairman of the U3A shall be the Chairman of the Meeting, or in his/her absence the Vice Chairman. If neither are present the Executive Committee shall invite the Life President, if present, to chair. Otherwise the Executive Committee shall have the power to elect a chairman for the meeting;
- iv. If there is a tied vote the Chairman of the meeting shall have a single casting vote;
- v. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every Annual or Special General Meeting of the U3A;
- vi. The Executive Committee shall present to each Annual General Meeting the report and accounts of the U3A for the preceding year for approval;
- vii. The Executive Committee 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;
- viii. The Chairman of the meeting shall control all reasonable discussion of all other business published in the Agenda.

15. ALTERATIONS TO THE CONSTITUTION

- i. Subject to the following provisions of this clause, the Constitution may be altered in any way 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 details of the alterations proposed;
- ii. 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 four 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;
- iii. As the U3A is a registered charity, no amendment may be made to clause 3 (the charitable purposes) without the prior consent in writing of the Charity Commission;
- iv. No amendment may be made which would have the effect of making the U3A cease to be a charity at law.

The Executive Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission.

16. DISSOLUTION

- i. If the Executive 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 Executive Committee shall have power to realise any assets held by or on behalf of the U3A. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:
 - (a) Any one or more local U3As, which are charities and have charitable purposes similar to those of the U3A, as determined by the members of the U3A,
 - or
 - (b) To the Third Age Trust (registered charity in England and Wales no. 288007)
- ii. A copy of the statement of accounts and relevant reports, for the final accounting period of the U3A, must be sent to the Charity Commission if the U3A is still registered.

APPENDIX ONE

CODE OF CONDUCT FOR U3A TRUSTEES

INTRODUCTION

“Charity trustees are responsible for controlling the management and administration of a charity. They should work together as a team and have collective responsibility for their charity” (Charity Commission).

A trustee code of conduct is an agreement between the organisation and the individual committee member which spells out the standards of behaviour expected from trustees.

Current trustees should be asked to accept it and new trustees should be advised of the code as soon as they join the committee and formally asked to accept it. Then make sure on each occasion that the acceptance is minuted.

GENERAL

- Trustees must read the Charity Commission leaflets on the responsibilities of Charity Trustees CC3, CC3a and ‘Being a Trustee’, which can be downloaded from the Charity Commission website.
- Trustees are expected to know, follow and promote the Aims and Guiding Principles of the U3A Movement at every opportunity.
- Trustees must always act in the best interests of Harrow U3A and the U3A Movement, strive to uphold its reputation and never do anything which could bring Harrow U3A or the Movement into disrepute.
- Trustees are expected to reflect the current organisational policy of Harrow U3A, regardless of whether it conflicts with their personal views.
- Trustees are expected to abide by Harrow U3A’s governance procedures and practices.
- Trustees must never derive any pecuniary benefit from being a trustee and must notify the Chairman of any gifts received.
- Trustees are expected to use Harrow U3A’s resources responsibly and in accordance with its stated objects.
- Trustees should inform the Chairman before accepting an invitation to speak on behalf of the U3A.
- Trustees will respect both the authority of the Chairman in the role of meeting leader and accept majority committee votes as final.
- Trustees are expected to treat fellow committee members courteously and maintain a respectful attitude towards the opinions of others.
- Organisational, committee and individual confidentiality must be respected at all times.

SPECIFIC – COMMITTEE MEETINGS

• Preparation for and attendance

Trustees are expected to study the agenda and all supporting papers prior to the meeting. Trustees should strive to attend all meetings.

• Conflict of Interest

Trustees must declare a conflict or possible conflict of interest at the start of the committee meeting or at the earliest possible opportunity. The Chairman will then decide whether to exclude the trustee from a particular item or even from the whole meeting. In the event that the Chairman has a conflict of interest, then the committee should request the Vice-Chairman to rule on the matter.

• Confidentiality

In order that all trustees feel comfortable expressing their views and ideas it is essential that everybody maintains complete confidentiality outside the committee. The decisions made by the committee are minuted and once approved, are available on request to members. Care must therefore be taken to ensure confidentiality is maintained.

• Corporate responsibility

No matter what individual trustees’ opinions or voting choices are, once an item is approved by the committee, all trustees must accept it as decisive and final, without further comment.

Procedure to be followed in the case of any Breach of this Code of Conduct

In the event of a report of any trustee allegedly breaching the code of conduct or if a breach becomes apparent, the Chairman will immediately appoint two trustees to establish the facts and report back. The result of these investigations must not be disclosed to any other trustees.

NB. If the complaint concerns the Chairman, then the Officers acting as a group should take responsibility.

For minor breaches of the code, The Chairman shall use his/her best endeavours to resolve the problem amicably and quickly, through an informal chat with the trustee in question, especially if the breach has occurred during a committee meeting and therefore requires no prior investigation. However, even an informal discussion should not be vague. The problem or issue needs to be identified, the views of the trustee should be heard and the Chairman should make clear the change required and the consequences of repeating the behaviour in question. A written record of the informal discussion should be kept on file, but it should be stressed that this is not part of any formal disciplinary procedure.

However if this process is not effective in reaching a solution or if it is felt that the breach is serious enough to require formal disciplinary action, the following procedure should be applied.

Level 1

A verbal warning from the Chairman making clear the nature of what was unacceptable and warning about future conduct. This should be recorded with a date and kept on file.

Level 2

A confidential letter from the chairman clearly itemising the unacceptable behaviour, stating the improvement required with immediate effect.

Level 3

A final written warning which states that if the behaviour is repeated again the trustee will be asked to leave the committee, with immediate effect. At this stage the committee will be fully informed and copied in to all correspondence.

Level 4

The trustee is asked to leave.

Right of Appeal

At each stage of the formal disciplinary procedure there is a right of appeal providing it is lodged within a 7 day period. This can take the form of written representation or the desire for a right of reply.

Hearing an Appeal

If a decision is appealed and the trustee wished to appear before the committee, the trustee should be invited to attend a specially arranged meeting, with a friend if so desired, who may also speak. The Chairman should summarise the issue and invite the trustee to state his/her case. The trustee should then be informed when a decision will be communicated. The matter should be fully discussed, taking into account any mitigating circumstances. Once a decision is reached the trustee should be informed in writing.

**N.B. The committee's decision following any appeal is final.
Absolute confidentiality must be maintained.**

Should you be in the unfortunate situation of having to resort to the formal disciplinary procedure, please remember the following:-

- All action taken must be documented.
- You must at all times act fairly and even-handedly.
- In most cases disciplinary action should begin at Level 1.
- Levels 3 & 4 should only be invoked in the case of either extremely serious breaches of the code or a persistent repetition of behaviour which the trustee has previously been warned about.
 - Examples of extremely serious breaches are
 - Grossly indecent or immoral behaviour – sexual/racial abuse, discrimination, harassment, bullying
 - Dangerous or violent behaviour
 - Incapacity caused by medication/drugs/alcohol
 - Falsification of expense claims
 - Theft
 - Malicious damage
- It is very likely that a clause in your constitution will state that a trustee will cease to hold office if he/she is
 - Disqualified by virtue of section 72 of the Charities Acts 1993, e.g. criminal conviction, bankruptcy etc
 - Incapable of administering his/her own affairs
 - Absent without the permission of the committee from 3 consecutive meetings
 - Bringing the U3A into disrepute or behaving in a way which is prejudicial to the U3A
 - Failing to abide by the terms of the constitution or the decisions of the committee