



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 AND AMENDED AT THE AGM ON 10TH MARCH 2015

THIS IS A CHARITY IN ENGLAND AND WALES

REGISTERED CHARITY NUMBER 10098720

This constitution (clauses 1-16) was adopted by the members at the AGM held on 5th March 2013 and amended at the AGM held on 10th March 2015

I certify that this is a true copy

SignedDate of Certification.....
Chairman of the meeting

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

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 U3A's 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.(AGM) 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 2 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 the 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 AGM of the U3A the members shall elect from amongst themselves a chairman, vice-chairman, secretary and 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 AGM, who shall hold office from the conclusion of that meeting.
 - (c) Membership Secretary, Study Group Co-ordinator, Premises Officer, Enquiries Officer, Members Liaison Officer, Newsletter Editor, Diary Secretary, Equipment Organiser, 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 AGM.
- 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 AGM.
- 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 AGM.
- 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 AGM.
- ii. The newly elected Executive Committee shall take office at the conclusion of the AGM.
- 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 AGM 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 meeting and in his/her absence the Vice-Chairman shall take over, or if he/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 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 them.
- 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 & 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 & 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 an 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 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.

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/her 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 AGM of the U3A which shall be held in the month of March each year or as 1 soon as practicable thereafter but not later than 15 months after the preceding AGM.
- ii. Every AGM shall be called by the Executive Committee. The Secretary shall give at least 21 days' written notice of the AGM 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. 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 AGM. Should nominations exceed vacancies, election shall be by ballot at the AGM.
- vi. 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.
- vii. Accidental omission to give notice to any member shall not invalidate the proceedings of the AGM.

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 per cent or 100 of the members, whichever 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 that 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 per cent or 100, whichever 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 AGM 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 AGM, 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:

- Or
- (a) At any time after specific consent has been received by the Third Age Trust
 - (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 the two thirds majority of those present and voting, the Executive Committee shall have the 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 & 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.