



CONSTITUTION OF NEWENT AND DISTRICT U3A
Revised May 2019

This U3A is a Charity in England and Wales. It is not a registered Charity as its annual income is below the income threshold for compulsory charity registration in England and Wales.

REGISTERED CHARITY NUMBER : Not applicable

This Constitution was adopted by the membership at the AGM held on : 16th July 2019

I certify that this is a true copy

Signed : *Alan Rogers*

Office : *Chairman*

Date of Certification : *5th August 2019.*

1. NAME

The name of this charity is NEWENT AND DISTRICT U3A, 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 Management Committee.

3. CHARITABLE PURPOSES

The charitable purposes of The U3A are:

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.

4. POWERS

In furtherance of the charitable purposes but not otherwise, the Management Committee may exercise the following powers to:

1. 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;
2. 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);

3. buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal);
4. sell, lease or otherwise dispose of all or any part of the property of The U3A, subject to any consents required by law;
5. co-operate with other charities, voluntary bodies and statutory authorities;
6. support any charitable organisations with regard to the pursuit of The U3A's charitable purposes;
7. appoint and constitute such advisory committees as the Management Committee may think fit;
8. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
9. 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;
10. associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust in any way;
11. 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;
12. maintain the benefit of Trustee Indemnity Insurance, as currently provided through our affiliation to the Third Age Trust.

5. MEMBERSHIP

Membership of The U3A shall be open to individuals who are in their Third Age (which is defined as the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) 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 Management Committee and to pay the annual subscription as determined by the Management Committee and approved by the membership at an Annual or Special General Meeting. No individual may be admitted to membership if the Management Committee considers that they do not meet these conditions.

1. Every individual member shall have one vote.
2. Members are bound by and shall observe The U3A Code of Conduct.
3. The Management Committee may terminate the membership of any individual:
 - (a) if annual membership or other fees are unpaid 2 months after the due date;
or
 - (b) by way of expulsion at the end of a disciplinary procedure for breach of The U3A Code of Conduct.

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

4. Any member wishing to raise a formal grievance against the Management Committee, a Group Leader or another member of The U3A, may do so in accordance with The U3A Code of Conduct procedures.

6. HONORARY PRESIDENT

The members of The U3A may (but do not have to) elect an Honorary President at the Annual General Meeting. If they do so, the person so appointed will serve until the next Annual General Meeting. A retiring Honorary President may be re-appointed for a further term. There is no limit on the number of terms that may be served. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Management Committee but may be invited to attend any Management Committee meeting at the decision of the Management Committee and shall be entitled to attend the Annual General Meeting as a guest.

7. MANAGEMENT COMMITTEE AND OFFICERS

1. The Management of The U3A shall be vested in a Management Committee, which shall be the governing body of The U3A and its board of trustees for the purposes of charity law. The Management Committee shall be responsible for the strategies and policies of The U3A and shall deal with the administration, management and control of the affairs and property of The U3A. The Management Committee shall also determine policies and supporting procedures to ensure The U3A complies with the relevant statutory requirements covering its operations and any specific Third Age Trust requirements.
2. There must be at least 5 and not more than 12 members appointed to the Management Committee. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Management Committee if they are currently serving as an Officer or as a non-Officer member of the Management Committee of any other local U3A.

3. Officers

The Officers of the Management Committee are the Chairman, Vice Chairman (if elected), Treasurer and Business Secretary. The non-Officer members of the Management Committee may include Membership Secretary, Group Co-ordinator, Bulletin Editor & Publicity, Meeting Secretary, Speaker Secretary, and Website Manager.

The Officers and non-Officer members shall by virtue of holding their office be members of the Management Committee. An individual may only serve in one Officer role at a time.

4. Appointment to the Management Committee

All members of the Management Committee, including those serving as Officers, shall be appointed annually. At every Annual General Meeting all members of the Management Committee, including those serving as Officers, shall retire. Anyone retiring from the Management Committee may stand for re-appointment providing they remain a member of The U3A.

5. Terms of office and limits on periods of service (also see Footnote below)

- (a) Non-Officer members of the Management Committee have a one year term of office and may serve not more than six terms in succession.
- (b) Officers other than the Treasurer have a one year term of office and may serve not more than three terms in succession in a particular Officer role.
- (c) The Treasurer has a one year term of office and may serve not more than six terms as Treasurer in succession. For the avoidance of doubt, if the Treasurer serves less than this period and ceases to serve as Treasurer, they could be appointed to another Officer role or serve as a non-Officer member.
- (d) Subject to the provisions of the Treasurer above, no individual may serve more than a maximum of six years in succession in any combination of Officer roles or any combination of non-Officer member and Officer roles.

FOOTNOTE :

In special circumstances, (e.g. lack of candidates), the limits on periods of service above may be extended providing the individuals, the Management Committee and the membership support this. The extension shall be for one year, renewable only if circumstances make it necessary.

6. Nomination and Election of Management Committee Members

Prior written nomination of any candidate for appointment as a member of the Management Committee at an Annual General Meeting shall normally be required, made by proposer and seconder, and authorised by the candidate, from amongst the membership of The U3A (not being themselves Officers or non-Officer members of the Management Committee), to be in the hands of the Business Secretary of The U3A at least 14 days before the Meeting. Should nominations for specific posts exceed the 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. If there are no Standing Orders, it shall be determined by the Management Committee. However, if there are insufficient candidates standing for the vacancies the Chairman of the Meeting may, as a last resort, appeal for any willing members present to agree to stand. A vote must be taken and carried by a simple majority for such an appeal for volunteers at the Meeting to be permitted. Any willing candidates may then offer themselves and be proposed to the Meeting for appointment in accordance with the Constitution.

7. Casual Vacancies - Officers and non-Officer members

The Management Committee may fill any vacancies arising among the Officers or the non-Officer members of the Management Committee until the following Annual General Meeting. A person so appointed may stand for appointment to a full first term at that Meeting providing he or she is a member of The U3A.

8. Co-Options to the Management Committee

The Management Committee may in addition appoint not more than two co-opted members to the Management Committee (who must be members of The U3A), 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 Management Committee, in accordance with the relevant provisions of this Constitution, provided always that an individual cannot be co-opted more than three times in succession.

8. DEFECTS IN APPOINTMENTS

The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment, election or co-option of a member.

9. CESSATION OF OFFICE – MANAGEMENT COMMITTEE MEMBERS

A member of the Management Committee shall cease to hold office if he or she:

1. is disqualified from acting as a member of the Management Committee by virtue of charity law;
2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. is absent without the permission of the Management Committee from three consecutive meetings and the Management Committee resolve that his or her office be vacated;
4. is removed by resolution of the Management Committee for significant misconduct under The U3A Code of Conduct, which may only be passed after the completion of the disciplinary procedure set out in that Code;

5. notifies in writing to the Management Committee a wish to resign (but only if at least five members of the Management 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);
6. ceases to be a member of The U3A;
7. becomes an Officer or non-Officer member of the Management Committee of any other U3A.

10. MEETINGS AND PROCEEDINGS OF THE MANAGEMENT COMMITTEE

1. The Management Committee shall hold at least 4 meetings each year.
2. Additional meetings may be called at any time by the Meeting Secretary on behalf of the Chairman or by any two members of the Management Committee, upon not less than seven days' notice being given to other members of the Management Committee of the matters to be discussed, unless it concerns the appointment of a co-opted member, 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 a Vice-Chairman shall take over or, if there is no Vice-Chairman, the Management Committee shall choose one of their 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 Management Committee or three members of the Management Committee, whichever is the greater, are present at the meeting.
5. Every decision shall be determined by a majority of votes of the members of the Management Committee present and voting on the question, but in the case of equality of votes, the Chairman of the meeting shall have a casting vote in addition to his or her own vote.
6. The Management 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.
7. The Management 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.
8. The Management Committee may appoint sub-committees including at least one member of the Management Committee, for the purpose of performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Management Committee. The Management 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 Management Committee, but may not make decisions and they shall not have any expenditure authority.
9. No Management Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him or her or by any other Management Committee member or by reason of any mistake or omission made in good faith by any Management 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 Management Committee member in question.

11. FINANCE

1. The financial year of The U3A shall end on such date as the Management Committee shall decide, provide 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.
2. The funds of The U3A shall be paid into such accounts as the Management Committee may open in the name of The U3A. All transactions on such accounts shall be carried out in accordance with the terms of that account as agreed with the account provider and approved and accepted by the Management Committee from time to time. Only members of the Management Committee, authorised by the Management Committee to do so, may arrange and authorise any transaction on any of The U3A's accounts and dual authorisation shall normally be required for all transactions.
3. The Management 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.
4. The funds belonging to The U3A shall be applied only in furthering the charitable purposes.
5. No funds shall be transferred in any way to Management 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 Management Committee in the discharge of his or her duties for The U3A.
6. 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.

12. PROPERTY

1. All property of and held on behalf of The U3A shall be applied in accordance with charity law.
2. Title to any property shall be held on behalf of The U3A in such manner as the Management Committee thinks fit from time to time and in ways permitted by charity law.

13. ACCOUNTING AND REPORTING

The Management 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:

1. the keeping of accounting records for The U3A;
2. the preparation of annual statements of account and a trustees' report for The U3A;
3. the audit or independent examination of the statements of account of The U3A (if required by law);
4. the making of a charity annual return to the Charity Commission;
5. the transmission of the statement of accounts and trustees' report of The U3A to the Charity Commission.

14. ANNUAL GENERAL MEETING

1. There shall be an Annual General Meeting of The U3A which shall be held on such date as the Management Committee may determine in each calendar year.
2. Every Annual General Meeting shall be called by the Management Committee. This formal notice shall give at least 21 days' 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 any proposed motions, and shall provide information about nominations for Officers and non-Officer Members of the Management Committee to be appointed at that Meeting. All members of The U3A shall be entitled to attend and vote at the Meeting.

3. The Management Committee shall present to each Annual General Meeting the trustees' report and annual accounts of The U3A for the preceding year.
4. The Management 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.
5. Any motions 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

The Management Committee may call a Special General Meeting of The U3A at any time and if at least 15% of the members request such a meeting in writing stating the business to be considered, the Meeting Secretary shall call such a meeting. At least 21 days notice shall be given. The notice must state the business to be discussed.

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 Management 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 of any General Meeting (including the AGM) shall not invalidate the proceedings.
3. The Meeting Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every General Meeting of The U3A.
4. There shall be a quorum when at least 15% of the number of members of The U3A, are 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 Management 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 a quorum.
6. The Chairman of The U3A shall be the Chairman of any General Meeting at which he or she is present. In the absence of the entitled Chairman, the Management Committee members present shall have the power to elect a Chairman for the Meeting.
7. If there is a tied vote the Chairman of the Meeting has a single casting vote.

17. ALTERATIONS TO THE CONSTITUTION

1. Subject to the following provisions of this Clause, the Constitution may be altered in any way by a motion approved 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 proposed motion, setting out the details of the alterations proposed.

2. 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.
3. If 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.
4. No amendment may be made which would have the effect of making The U3A cease to be a charity at law.

The Management Committee shall ensure a copy of any amendment made under this Clause is promptly sent to the Charity Commission if The U3A is registered.

18. DISSOLUTION

1. If the Management 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 motion to be proposed) shall be given. If the proposed motion is carried by a two-thirds majority of those present and voting. The Management 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).
2. 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 registered.