

**CONSTITUTION OF THE WOODSTOCK UNIVERSITY OF THE THIRD AGE (U3A),  
A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION,  
FORMALLY ADOPTED ON May 1, 2018**

**1. NAME**

The name of the charity is *WOODSTOCK 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 6 of this constitution.

**3. OBJECTS**

The Objects 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.

**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 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 advice and information with them,
- (vi) support any charitable trusts, associations or institutions formed for any or all of the Objects,
- (vii) appoint and constitute such advisory committees as the Committee may think fit,
- (viii) organise and run conferences, lectures, seminars and courses,
- (ix) publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos,
- (x) participate in and assist in the development of the area and regional groupings of U3As,
- (xi) do all such other lawful things as are necessary for the achievement of the Objects.

**5. MEMBERSHIP**

- (i) Membership of the U3A shall be open to individuals and any corporate body or unincorporated association 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.
- (ii) Every individual shall have only one vote.
- (iii) Each member organisation shall be entitled to receive notice and attend General Meetings of the U3A having appointed an individual to represent it and informed the Secretary of the details but shall have no voting rights.
- (iv) The Committee may, and for good reason, terminate the membership of any individual or member organisation if annual membership or other fees are unpaid three months (see note 3) after the due date or if the member or member organisation 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 or the appointed representative of the member organisation concerned shall have the right to be heard by the Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.

## 6. EXECUTIVE COMMITTEE AND OFFICERS

- (i) The management of the U3A shall be vested in the 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) There must be at least five and not more than nine U3A members appointed to the Executive Committee. 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) **Officers.** The Officers are the Chairman, not more than two Vice Chairmen, Treasurer and Secretary. The Officers shall by virtue of holding their office be members of the Executive Committee. An individual may only serve in one Officer role at a time.
- (iv) **Appointment of Officers.** The Officers shall be appointed by decision of the Executive Committee. The first Officers shall serve until the first Annual General Meeting. Thereafter, the Officers shall be appointed annually, from amongst the Executive Committee members at its first meeting after each Annual General Meeting.
- (v) **Appointment of other members of the Executive Committee.** All the first members of the Executive Committee, including those appointed as the first Officers, shall serve until the first Annual General Meeting of the U3A. At the first and every subsequent Annual General Meeting, all the members of the Executive Committee, including those serving as Officers, shall retire.
- (vi) **Terms of office and limits on periods of service.**
  - a. Non-Officer members of the Executive Committee have a one year term of office and may serve not more than three terms.
  - b. Officers other than the Treasurer have a one year term of office and may serve not more than three terms 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. For the avoidance of doubt, if a Treasurer serves less than this period and ceases to serve as Treasurer, s/he could be appointed to another Officer role or could serve as a non-Officer.
  - d. Subject to the provisions regarding the Treasurer above, no individual may serve more than a maximum of six years in any combination of Officer roles or any combination of non-Officer member and Officer roles.
- (vii) **Nomination and election of candidates.** Prior written nomination of any candidate for appointment as a member of the Executive Committee at an Annual General Meeting shall normally be required, made by a proposer and seconder from amongst the membership of the U3A (not being themselves Officers or non-Officer members of the Executive Committee), to be in the hands of the Secretary of the U3A at least 28 days before the meeting. 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 Executive 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 member 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 candidate may then offer himself and be proposed to the meeting for appointment in accordance with the Constitution.
- (viii) **Casual vacancies – Officers and Executive Committee.** The Executive Committee may fill any vacancy arising amongst the Officer 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.
- (ix) **Co-options to the Executive Committee.** The Executive Committee may, in addition, appoint not more than two 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 members 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 three times in succession.

## 7. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- (i) The Committee shall hold at least four ordinary meetings each year.
- (ii) A Special Meeting may be called at any time by the Chair or by any two members of the Committee upon not less than seven days' notice being given to other members of the 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 Chair shall chair the meetings and in his absence, the Vice –Chair shall take over or if he or she is also absent, the Committee shall choose one of their number to be Chair of the meeting before any business is transacted.
- (iv) 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.
- (v) 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 Chair of the meeting shall have a second or casting vote.
- (vi) 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.
- (vii) The Committee may from time to time make and alter rules of 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.
- (viii) 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-Committees shall be fully and promptly reported to the Committee.
- (ix) No 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 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.

## **8. FINANCE**

- (i) 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 two Committee members.
- (ii) The funds belonging to the U3A shall be applied only in furthering the Objects.
- (iii) No funds shall be transmitted 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.
- (iv) 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.

## **9. PROPERTY**

- (i) 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 transferred on a temporary basis to a nominated member's home in pursuance of his/her designated role until such time as the member's tenure of office ceases or the Committee request its return.

## **10. ACCOUNTS**

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for the U3A
- (ii) the preparation of annual statements of account for the U3A
- (iii) the independent examination of account of the U3A; and
- (iv) the transmission of the statements of account of the U3A to the Charity Commission (see note7).

## **11. ANNUAL REPORT**

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

## **12. ANNUAL GENERAL MEETING**

- (i) There shall be an Annual General Meeting of the U3A which shall be held in the month of April each year or as soon as practicable thereafter but not later than fifteen months after the preceding Annual General Meeting.
- (ii) Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least twenty one days' notice of the Annual General Meeting to all members of the U3A. All the members of the U3A shall be entitled to attend and vote at the meeting.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of the Annual General Meeting.
- (iv) The Committee shall present to each Annual General Meeting the report and accounts of the U3A for the preceding year for approval.
- (v) The Committee shall seek approval for the appointment of the examiner for the accounts.
- (vi) Nominations for election to the Committee must be made by members in writing and must be in the hands of the Secretary of the Committee at least fourteen days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by a ballot. Any proposals to amend the constitution subject to clause 16 shall be considered at the Annual General Meeting and any other business published in the agenda.

## **13. SPECIAL GENERAL MEETING**

- (i) The Committee may call a Special General Meeting of the charity at any time and if at least one fifth (20%) of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting (see note 8). At least twenty one days' notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 20% of the members are present (see note 9). Accidental omission to give notice to any member shall not invalidate the proceedings.

## **14. PROCEDURE AT GENERAL MEETINGS**

- (i) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the U3A.
- (ii) There shall be a quorum of at least 20% of the number of members of the U3A present at any General Meeting (see note 10).
- (iii) 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 a suitable day and time as the Committee may direct provided twenty one 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.
- (iv) The Chair of the U3A shall be the Chair of the General Meeting at which he/she is present. In the absence of the proposed Chair, the Committee shall have the power to elect a Chair for the meeting.
- (v) If there is a tied vote, the Chair of the meeting should have a single casting vote.

## **15. ALTERATIONS TO THE CONSTITUTION**

- (i) 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.
- (ii) No amendment may be made to clause 1 (the name of the charity) clause 3 (the Objects clause) clause 17 (the dissolution clause) or this clause without prior consent in writing of the Commissioners.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

## **16. 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 twenty one 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 asset 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 be sent to the Charity Commission.

**17. ARRANGEMENTS UNTIL THE FIRST ANNUAL GENERAL MEETING**

This revised constitution was adopted on the date mentioned above by the persons whose signature at the bottom of this document.

<b>NAME</b>	<b>ROLE</b>
Signed:  Name: Pamela Rook	Chair
Signed: vacant  Name:	Vice Chair
Signed: vacant  Name:	Secretary
Signed:  Name: Ann Applegate	Treasurer