



CONSTITUTION OF THE WATERLOOVILLE UNIVERSITY OF THE THIRD AGE (U3A),
A MEMBER OF THE THIRD AGE TRUST, AS AN UNINCORPORATED ASSOCIATION

THIS IS A CHARITY IN ENGLAND AND WALES

Original constitution formally adopted on 26th July 2006 and amended on 28th May 2014, 23rd May 2018 and 27th February 2019.

REGISTERED CHARITY NUMBER 1116807

This amended constitution was adopted by the membership at the AGM held on: 29th July 2020

I certify that this is a true copy as amended and approved at aGM on 29th July 2020:

Signed:

Chair

Date of certification 29th July 2019

1. NAME

The name of the charity is **Waterlooville U3A** hereafter referred to as 'The U3A'.

2. ADMINISTRATION

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 elected Executive Committee, herein referred to as The Executive Committee, constituted by clause 6 of this constitution.

3. CHARITABLE PURPOSE

The charitable purpose of The U3A is:

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 Waterlooville and its surrounding locality.

As Waterlooville U3A is registered as a charity in England and Wales the charitable purposes of The U3A may only be altered with the prior consent of the Charity Commission.

4. POWERS

In furtherance of the Objects but not otherwise, The Executive Committee may exercise the following powers to:

- (i) raise funds and to invite and receive 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 held in trust so acquired for the charitable purposes (subject to any restricted funds being applied to the relevant restricted purposes);
- (iii) buy, take on lease, exchange or otherwise acquire, hold and make use of any property for the purpose of the U3A (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 Executive Committees as The Executive Committee may think fit;
- (viii) organise, promote and participate run conferences, lectures, seminars, outings and courses;
- (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 interested in the work of 'The U3A', provided that they agree to abide by this constitution and any conditions properly imposed by The Executive Committee and to pay the annual subscription as determined by The Executive Committee and confirmed 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 **one month** after the due date;

or

(b) by way of expulsion at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of The U3A; 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.

6. THE EXECUTIVE COMMITTEE

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.

(i) **Officers**

The Officers are the Chairman, not more than two Vice Chairmen, Treasurer and Secretary.

At the Annual General Meeting of The U3A the members shall elect from amongst themselves The Officers who shall hold office from the conclusion of that meeting.

(ii) **The Executive Committee**

The Executive Committee shall consist of not less than 5 and not more than 12 members being:

(a) the Officers specified in the preceding sub-clause;

(b) not less than 1 and not more than 8 non-Officer members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

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 U3A.

(iii) 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.

(iv) Persons who need not be members 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.

(v) Vacancies on The Executive Committee which arise through resignation or termination during the year can be filled from the membership 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.

7. DEFECTS IN APPOINTMENTS

- i. The proceedings of the Executive 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.

8. CESSATION OF OFFICE – EXECUTIVE COMMITTEE MEMBERS

- i. 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;
 - (e) 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);
 - (f) ceases to be a member of The U3A;
 - (g) becomes an Officer or non-Officer member of the Executive Committee of any other U3A.
 - (h) is subject to a vote of no confidence from the Executive Committee as a result of actions that are detrimental to the running of the U3A, including actions that cause another member to leave the committee.

9. 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) It is recommended that Officers and non-Officers shall serve for a period of **2 years**. It is recommended that Retiring Officers and non-Officers may stand for re-election up to a period of 4 years. For the avoidance of doubt, it is recommended that an individual can serve as an Officer for a maximum of 4 years and also as a non-Officer for a maximum of 4 years.
- (iv) If insufficient nominations are received to fill the vacancies for Officers and/or non-Officers, 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.
- (v) In the event of no nominations being received for one or more of the Officer posts or no member of the newly elected Executive Committee being willing to take on one or more of the Officer positions a majority decision can be taken by The Executive Committee to ask the retiring officer to stay until the next AGM.

10. NOMINATION AND ELECTION OF CANDIDATES

Prior written nomination of any candidate for appointment as an Officer or a non-Officer 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 14 days before the meeting. Should nominations exceed vacancies, the decision about appointments shall be taken by vote amongst members attending the AGM. 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.

11. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall hold at least 4 meetings each year.
- (ii) Additional meetings 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 their number to be chairman 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 Executive Committee for the time being or three members of The Executive Committee whichever is the greater, are present at the meeting.
- (v) Every decision shall be decided 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.
- (vi) The Executive Committee shall keep minutes of the proceedings of its meetings which should incorporate reports of any sub-Executive Committees and these minutes shall be available for inspection should a member request it.
- (vii) 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.
- (viii) The Executive Committee may appoint sub-Executive Committees consisting of at least one of its members 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-Executive Committee, provided that all acts and proceedings of any such sub-Executive Committees 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.

- (ix) 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 Executive 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.

12. FINANCE

- (i) The funds of The U3A shall be paid into such accounts as the Executive 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 Executive Committee from time to time. Only members of the Executive Committee, authorised by the Executive Committee to do so, may arrange and authorise any transaction on any of The U3As accounts and dual authorisation shall normally be required for all transactions.
- (ii) 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.
- (iii) The funds belonging to The U3A shall be applied only in furthering the objects.
- (iv) 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 in the course of U3A work.
- (v) 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.

13. 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.
- (iii) Ownership of property is vested in the U3A and items may with the agreement of The Executive Committee be transferred on a temporary basis to a nominated member's home in pursuance of the his/her designated role until such time as the member's tenure of office ceases or The Executive Committee request its return.

14. ACCOUNTS

The Executive Committee shall comply with their obligations under charity law, and observe applicable time limits in the case of obligations to file items with the Charity Commission, with regard to:

- (i) the keeping of accounting records for The U3A;
- (ii) the preparation of annual statements of account and a trustees' report for The U3A;
- (iii) the audit or independent examination of the statements of account of The U3A if required by law;
- (iv) the transmission of the statements of account of The U3A to the Charity Commission if required by law.

15. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of the U3A which shall be held on such date as the Executive Committee may determine each calendar year.
- (ii) The Executive Committee shall call every Annual General Meeting. The Secretary shall give at least 21 days' 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. The notice shall specify that the meeting is the Annual General Meeting and shall set out the business of the meeting, including resolutions to be proposed, and shall provide information about proposals for the election of Officers and non-Officer members of the Executive Committee to be made at that meeting. All 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 General Meeting.
- (iv) The Executive Committee shall present to each Annual General Meeting the trustees' report and accounts of The U3A for the preceding year for approval.
- (v) 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.
- (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.
- (vii) Any proposals to amend the constitution subject to clause 18 shall be considered at the Annual General Meeting
- (viii) Any other business for the AGM should be published in the agenda.

16. SPECIAL GENERAL MEETING.

The Executive Committee may call a Special General Meeting of the charity at any time and if at least one-fifth of the members 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. The notice must state the business to be discussed. Accidental omission to give notice to any member shall not invalidate the proceedings.

17. PROCEDURE AT GENERAL MEETINGS

- (i) 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 Executive Committee for such communications. For members without an e-mail address hard copies of the documents shall be made available at General Meetings.
- (ii) Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.

- (iii) The Secretary or other person specially appointed by The Executive Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- (iv) There shall be a quorum when at least 5% (five per cent) of the number of members of The U3A, are present at any General Meeting or 30 members whichever is the greater.
- (v) 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 Executive Committee may direct provided 21 day's 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.
- (vi) The Chairman of The U3A shall be the Chairman of the General Meeting at which he/she is present. In the absence of the proposed Chairman, The Executive Committee shall have the power to elect a chairman for the meeting.
- (vii) If there is a tied vote the Chairman of the meeting should have the casting vote.

18. 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. 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. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- iv. The Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

19. 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 Charity. 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 registered and if required to do so by charity law.