

Constitution of the Bourne University of the Third Age (U3A) , a member of the Third Age Trust, as an unincorporated Association.

Formally adopted on Monday 19 May 2003.

(Amended Monday 11 November 2019)

1. NAME

The name of the Charity is Bourne U3A hereafter referred to as 'the U3A'.

2. ADMINISTRATION

Subject to the matters set out below the Charity (the U3A) and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by clause 7 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 Executive Committee may exercise the following powers:

- i) to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law;
- ii) to 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) to buy, take on lease or exchange any property necessary for the achievement of the Objects of the U3A and to maintain and equip it for use;
- iv) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- v) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- vi) to support any charitable trusts, associations or institutions formed for all or any of the Objects;
- vii) to appoint and constitute such advisory Committees as the Executive Committee may think fit;
- viii) to organise and run conferences, lectures, seminars and courses;
- ix) to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos;
- x) to participate in and assist in the development of area and regional groupings of U3As;
- xi) to 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 who are interested in furthering the work of the U3A and who have paid the annual branch subscription as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting, and any corporate body or unincorporated association which is interested in furthering the work of the U3A and has paid any annual subscription, provided that they agree to abide by this Constitution and any conditions properly imposed by the Executive Committee.
- ii) Every individual member shall have 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.

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6. TERMINATION OF MEMBERSHIP

- i) Membership is terminated if:
 - (a) the member dies;
 - (b) the organisation ceases to exist;
 - (c) the member resigns;and may be terminated if:
 - (d) annual membership or other fees are unpaid two months after the due date.

- ii) The Executive Committee may for good reason terminate the membership of any individual or member organisation if 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 the individual concerned or the appointed representative of the member organisation concerned has been given at least 21 days notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reason why it is to be proposed. The member shall have the right to be accompanied by a friend, and the member or, at the option of the member, the member's friend or representative shall have the right speak, or make written representation before a final decision is made.

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7. EXECUTIVE COMMITTEE

The management of the U3A shall be vested in an Executive Committee (the Trustees), consisting of the members whose duty it shall be to carry out its general policy and to provide for the administration, management and control of the affairs and property of the U3A.

i) Honorary Officers

At the Annual General Meeting of the U3A the members shall elect from amongst themselves a Chair, a Vice-Chair or Chairs, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting and a President if the creation of such a post has been agreed at a General Meeting.

ii) Executive Committee Members

The Executive Committee shall consist of not less than 5 and not more than 10 members being:

- (a) the honorary officers specified in the preceding clause and
- (b) not less than 1 and not more than 6 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

(iii) Co-opted Members, other Members and Appointments to Vacancies

- (a) 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.
- (b) 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.
- (c) 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 appropriate Annual General Meeting.

(iv) The proceedings of the Executive Committee shall not be invalidated by (a) any vacancy among their number or by (b) any failure to appoint, or by (c) any defect in the appointment, election or co-option of a member provided that without their vote the decision would have been made by a majority at a quorate meeting.

(v) 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 section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by means 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 subject to a vote of no confidence from the Executive Committee as a result of actions which bring the U3A into disrepute or conduct prejudicial to the U3A or failure to abide by the terms of this Constitution or decisions of the Executive Committee;
- (e) notifies in writing to the Executive Committee a wish to resign (but only if at least four 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).

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8. 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) All Executive Committee members shall serve for a period of one year, after which retiring officers and other Committee Members may stand for re-election.
- iv) If insufficient nominations are received to fill the vacancies for 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 was 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 Honorary Officer posts or no members of the newly elected 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 Annual General Meeting.

9. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- i) The Executive Committee shall hold at least 4 ordinary meetings each year.
- ii) A special meeting of the Executive Committee may be called at any time by the Chair 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 must be given.
- iii) Meetings shall be chaired by the person elected to the Chair. In his or her absence a Deputy may take over; or if he or she is also absent the Executive Committee shall choose one of their number to Chair the meeting before any business is transacted.
- iv) A President if elected by the U3A shall not be a member of the Executive Committee and shall not have voting rights.
- v) There shall be a quorum when at least one third of the numbers 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 matter 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 Person chairing the meeting shall have a second or casting vote.
- vii) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-Committees and these minutes shall be 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. No rule may be made which is inconsistent with this Constitution.
- ix) The Executive Committee may appoint sub-committees consisting of 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 such sub-committees shall be fully and promptly reported to the Executive Committee.
- x) 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.

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10. FINANCE

The finances of Bourne U3A will be conducted in accordance with the Finance Policy Document maintained by the Executive Committee. No part of this document may override the requirements of this Constitution.

11. PROPERTY

- i) All property of The U3A shall be applied solely towards the Objects of The U3A.
- ii) 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 Executive Committee request its return.

12. ACCOUNTS

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

- (a) the keeping of accounting records for the U3A;
- (b) the preparation of annual statements of account for the U3A;
- (c) the independent examination of the statement of account of the U3A; and
- (d) the transmission of the statements of account of the U3A to the Charity Commission.

13. ANNUAL REPORT

The Executive 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 Charity Commission.

14. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of the U3A which shall be held in the month of May in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.
- (ii) The Annual General Meeting shall be called by the Executive Committee. The minimum period of notice required to hold any general meeting is 21 clear days from the date on which notice is deemed to have been given. All the members of the U3A shall be entitled to attend and vote at the meeting.
- (iii) The notice shall specify the date time and place of the meeting and the general nature of the business to be transacted.
- (iv) Notice of Annual General Meetings must be given to all members and to the Trustees. Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- (v) The Executive Committee shall present to each Annual General Meeting the report and accounts of the U3A for the preceding year for approval.
- (vi) The Executive Committee shall seek approval for the appointment of the examiner for the accounts.
- (vii) 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.
- (viii) Any proposals to amend the Constitution subject to clause 16 shall be considered at a General Meeting and any other business published in the agenda.

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15. SPECIAL GENERAL MEETINGS

- (i) The Executive Committee may call a Special General Meeting of the Charity at any time. If the General Meeting is an Annual General Meeting, the notice must say so.
- (ii) If at least 20% of the members of the U3A request a Special General Meeting the Secretary shall call such a meeting. At least 21 days notice shall be given. The notice must state the business to be discussed. For a meeting so called, there shall be a quorum when 10% of the members are present.
- (iii) Special General Meetings shall be chaired by the person elected to the Chair of the U3A. In his or her absence a Deputy may take over; or if he or she is also absent the Executive Committee shall choose one of their number to Chair the meeting before any business is transacted.
- (iv) Notice of Special General Meetings must be given to all members and to the Trustees. Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.

16. PROCEDURE AT ANNUAL AND SPECIAL GENERAL MEETINGS

- (i) 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.
- (ii) There shall be a quorum when at least 10% of the number of members of the U3A entitled to vote are present.
- (iii) If within half an hour from the time appointed for the meeting a quorum is not present, or during a meeting ceases to be present, the meeting if convened at the request of the members shall be dissolved. In any other case it shall be adjourned until the same day in the next week at the same time and same place or otherwise as the Executive Committee may direct.
- (iv) If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the meeting, the members present at that time shall constitute a quorum for the meeting.
- (v) No business shall be conducted at an adjourned meeting which could not properly have been conducted at the meeting had the adjournment not taken place.
- (vi) The person elected to the Chair of the U3A shall Chair the General Meeting at which he or she is present unless the Executive Committee makes the decision to ask the President, if appointed, to preside.
- (vii) If there is no such person or he or she is not present within 15 minutes of the appointed time for the meeting, a Trustee nominated by the Trustees shall chair the meeting.
- (viii) If there is a tied vote the Chair or President should have a single casting vote.

17. 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 the prior consent in writing of the Charity Commissioners.
- (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.

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18. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the U3A it shall call a 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 three quarters 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 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.

This Constitution (as amended) was adopted on the date stated above by the persons whose signatures appear at the bottom of this document.

Signed:

(Chair):..... signed by MALCOLM SCRIVEN

(Secretary):..... signed by CHRIS SEARL