

**CONSTITUTION OF THE UNIVERSITY OF THE THIRD AGE TODMORDEN
A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION,
FORMALLY ADOPTED ON 21st OCTOBER 2021**

1. NAME

The name of the charity is The University of the Third Age Todmorden 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. OBJECT

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 Object 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 the Object 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 Object 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 Object or of similar charitable purposes and to exchange information and advice with them.
- (vi) support any charitable trusts, associations or institutions formed for the Object.

- (vii) appoint and constitute such advisory committees as The Committee may think fit.
- (viii) organize 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 area and regional groupings of U3As.
- (xi) do all such other lawful things as are necessary for the achievement of the Object.

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 member shall have one vote.
- (iii) Each member organization 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 organization if annual membership or other fees are unpaid 3 months after the due date or if the member or member organization 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 organization 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. THE COMMITTEE

The management of The U3A shall be vested in a Committee, consisting of 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) The Committee shall consist of:
 - (a) The Honorary Officers (Chair, Vice-chair, Secretary and Treasurer) and
 - (b) Not less than 1 and not more than 11 other members.
- (ii) The 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.

- (iii) Persons who need not be members may be invited by The 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.
- (iv) Vacancies on The 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.
- (v) The proceedings of The 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.
- (vi) A member of The Committee shall cease to hold office if he or she:
 - (a) is disqualified from acting as a member of The 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 reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - (c) is absent without the permission of The Committee from 3 consecutive meetings and The Committee resolve that his or her office be vacated.
 - (d) is subject to a vote of no confidence from The 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 Committee.
 - (e) notifies in writing to The Committee a wish to resign (but only if at least four members of The 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 COMMITTEE

- (i) The election of members of The Committee shall be held at the Annual General Meeting of the U3A.
- (ii) The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- (iii) Officers shall serve for a period of two years and Committee members for a period of three years. Retiring Officers may stand for re-election provided that no-one may hold the office of Chair or Vice-Chair for more than four consecutive years without an intervening period of at least one year except that a retiring Vice-Chair may stand immediately for the post of Chair.
- (iv) If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, The 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 Honorary Officer posts or no member 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 Committee to ask the retiring officer to stay until the next AGM.

8. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- (i) The Committee shall hold at least 4 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 day's notice must be given.
- (iii) The Chair shall chair the meetings and in his or her 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 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.
- (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.

9. 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 2 Committee members.
- (ii) The funds belonging to The U3A shall be applied only in furthering the object.
- (iii) No funds shall be transferred 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.
- (v) The Committee has the authority to raise the annual subscription by an amount not exceeding 15% during the year without the specific approval of an AGM.

10. PROPERTY

- (i) All property of The U3A shall be applied solely towards the object 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 the his/her designated role until such time as the member's tenure of office ceases or The Committee request its return.

11. 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 the statements of account of The U3A; and
- (iv) the transmission of the statements of account of The U3A to the Charity Commission.

12. 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.

13. 13. ANNUAL GENERAL MEETING

- (i) There shall be an Annual General Meeting of the U3A which shall be held in the month of October in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.
- (ii) Every Annual General Meeting shall be called by The Committee. 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.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of the 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 has authority from the AGM to appoint an external examiner for the accounts if and when necessary.
- (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 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by 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.

14. SPECIAL GENERAL MEETING.

- (i) The Committee may call a Special General Meeting of the charity at any time and if at least 10% of the membership 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. There shall be a quorum when 10% of the membership are present. Accidental omission to give notice to any member shall not invalidate the proceedings.

15. 15. 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 when at least 10% of the membership of The U3A, are present at any General Meeting.
- (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 another day and time as The 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.
- (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.
- (vi) Online and hybrid meetings.
 - a) A general meeting (whether an annual general meeting or a special general meeting) may be held in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. Where the trustees determine that a general meeting is to be held by electronic means pursuant to this clause 15 (vi) (a), such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting.
 - b) Where the committee determines that a general meeting is to be held by electronic means only such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means only.
 - c) For the purposes of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of the committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.
 - d) Where a general meeting is to be held in person, the trustees may if they deem it appropriate set out a procedure in the notice of meeting which allows members to attend electronically if they so wish, and in such circumstances both members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.
 - e) If the meeting is to be held solely by electronic means pursuant to clause 15 (vi) (a), the place of the meeting shall be deemed to be the charity's registered office address.

Proceedings at a general meeting held by electronic means pursuant to clause 15 (vi) (a), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 15 (vi) (a), will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under clause 15 (ii) is able to join the meeting successfully.

16. PROCEDURES AT MEMBERS' MEETINGS

- (i) General Meetings of the membership shall be organized at intervals by the committee to hear a report from the Groups' Co-ordinator, to provide information and speakers on topics of interest, to provide opportunities for social exchange, and to welcome visitors and new members.
- (ii) These meetings are not for the purpose of conducting business or making decisions, and votes cannot be taken.

- (iii) If a proposal that requires a vote of the membership is brought to a Members' Meeting the provisions for Special General Meetings shall be applied.

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 Object clause) clause 18 (the dissolution clause) or this clause without the 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.

The Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

18. 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 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 Committee shall have power to realize 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 Object 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.

19. ADOPTION OF CONSTITUTION

This constitution was adopted by the membership at an AGM on 21st October 2021 and I certify that this is a true copy.

Signed:
Peter Carrigan
(Chairman)

Dated: 21st October 2021