

# Poynton u3a

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## CONSTITUTION OF THE POYNTON U3A, AN UNINCORPORATED MEMBERS ASSOCIATION AND A MEMBER OF THE THIRD AGE TRUST Registered Charity Number 1147261.

This constitution was adopted by the membership at the AGM held on

### 1. NAME

The name of the charity is Poynton 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 Executive Committee.

### 3. CHARITABLE PURPOSES

- 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 residing in Poynton and its surrounding locality.
- ii. Since The 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 charitable purposes but not otherwise, the Executive Committee may exercise the following powers to:

- i. 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;
- 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 so acquired for the charitable purposes (subject to any restricted funds being applied to the relevant restricted purposes);
- iii. buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (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 committees as the Executive Committee may think fit;
- viii. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- 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 who are in their Third Age and are interested in participating in and furthering the work of The U3A, provided that:
  - a. they agree to abide by this Constitution and any membership conditions properly imposed by the Executive Committee and
  - b. they agree to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual General Meeting.
- ii. No individual may be admitted to membership if the Executive Committee considers that he/she does not meet the above conditions.
- iii. Every individual member shall have one vote.
- iv. Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A.

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- v. It is the responsibility of members to notify The U3A of any changes in the personal details which they have provided.
- vi. The Executive Committee may terminate the membership of any individual:
  - a. automatically if annual membership or other fees are unpaid two months after the due date or
  - b. by way of expulsion on the completion of the defined U3A disciplinary procedure for a serious proven misdemeanour.

### 6. EXECUTIVE COMMITTEE AND OFFICERS

- i. 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.
- ii. In particular the Executive Committee shall be responsible for the creation of a programme of regular General Meetings on topics of general interest, the determination of Interest Groups and the creation and maintenance of standing orders and procedures.
- iii. There must be at least 6 and not more than 15 members of The U3A elected 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 U3A.
- iv. 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.
- v. *Terms of office and limits on periods of service*
  - a. No individual may serve as a member of the Executive Committee in any capacity or combination of capacities (Officer or non-Officer) for more than a maximum of eight consecutive years. This includes all elected positions as well as co-options and casual vacancies.
  - b. An Officer has a fixed three year term of office and may be re-elected for one further term or elected to another Officer role or as a non-Officer member for a further three year period.
  - c. A non-Officer member of the Executive Committee has a fixed three year term of office and may be re-elected at the end of that term for one further three year term as a non-Officer or elected to an Officer role for a further three years.
- vi. *Nomination and election of candidates*
  - a. 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. This should be 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) and be in the hands of the Secretary of The U3A at least 28 days before the meeting. Should nominations exceed vacancies, the decision shall be taken by ballot.
  - b. Other aspects concerning nominations of candidates and the conduct of voting for appointments shall be dealt with 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 herself/himself and be proposed to the meeting for appointment in accordance with the Constitution.
- vii. *Casual vacancies – Officers and Executive Committee*

The Executive Committee may fill by appointment any vacancy arising amongst the Officers or the non-Officer Executive Committee members. Such an appointed individual shall have full voting rights and hold office until the next Annual General Meeting. Any such appointee must be a member of The U3A. At the next Annual General Meeting an individual so appointed may stand for election to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution provided always that he/she remains a member of The U3A.

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### viii. *Co-options to Executive Committee*

The Executive Committee may in addition appoint not more than two co-opted members to the Executive Committee. Such individuals shall have full voting rights and hold office until the next Annual General Meeting. Any such appointee must be a member of The U3A. At the next Annual General Meeting an individual so appointed may stand for election to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution, provided always that he/she remains a member of The U3A. An individual cannot be co-opted to the Executive Committee in successive years.

### **7. DEFECTS IN APPOINTMENTS**

The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or co-opt a member.

### **8. CESSATION OF OFFICE – EXECUTIVE COMMITTEE MEMBERS**

A member of the Executive Committee shall cease to hold office if he/she

- i. is disqualified from acting as a member of the Executive Committee by virtue of charity law;
- ii. becomes incapable, by reason of mental disorder, illness or injury, of managing and administering her/his own affairs;
- iii. is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that her/his office be vacated;
- iv. is removed by resolution of the Executive Committee for significant misconduct under the Code of Conduct for U3A Trustees, which may only be passed after the completion of the disciplinary procedure set out in that Code;
- v. 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);
- vi. ceases to be a member of The U3A;
- vii. becomes an Officer or non-Officer member of the Executive Committee of any other U3A.

### **9. 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 Secretary on behalf of the Chairman or by any two members of the Executive Committee, provided that not less than seven days' notice is 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 her/his absence a Vice-Chairman shall take over or, if there is no Vice-Chairman present, 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 or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- v. Every decision 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 Chairman of the meeting shall have a casting vote in addition to her/his own vote.
- vi. The Executive 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.
- 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-committees, including 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 sub-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.

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- ix. No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by her/him 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.

### 10. FINANCE

- i. The financial year of The U3A shall end on such date as the Executive Committee shall decide, provided 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 within relevant statutory time limits.
- ii. 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 those accounts 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 U3A's accounts and dual authorisation shall normally be required for all transactions.
- iii. 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 these shall be observed at all times.
- iv. The funds belonging to The U3A shall be applied only in furthering the charitable purposes.
- v. 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 by a member of the Executive Committee in the discharge of her/his duties for The U3A
- vi. 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.

### 11. 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

### 12. ACCOUNTING AND REPORTING

The Executive 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:

- 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 making of such returns and reports to the Charity Commission as may be required.

### 13. ANNUAL GENERAL MEETING

- i There shall be an Annual General Meeting of The U3A in each year which shall be held at such time and in such format as the Executive Committee may determine.
- ii Every Annual General Meeting shall be called by the Executive 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 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. Only current members of The U3A shall be entitled to take part in the meeting. By specific invitation of the Executive Committee a non-member may be invited to take part in and address the meeting.
- iii The Executive Committee shall present to each Annual General Meeting the trustees' report and annual accounts of The U3A for the preceding year.

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iv 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 as required by charity law.

### 14. EXTRAORDINARY GENERAL MEETING

i The Executive Committee may call an Extraordinary General Meeting of The U3A at any time and if at least 20% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting.

ii At least 21 days' notice shall be given. The notice must state the business to be discussed.

iii Only current members of The U3A shall be entitled to take part in the meeting. By specific invitation of the Executive Committee a non-member may be invited to take part in and address the meeting.

### 15. NOTICES, COMMUNICATIONS AND PROCEDURE AT ANNUAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETINGS

i. Notices of meetings, documents and other communications from The U3A to a member may be sent by electronic communication, provided that 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. A member may opt to return to hard copy communications at any time.

ii. Accidental omission to give notice to any member of any Annual General Meeting or Extraordinary General Meeting shall not invalidate the proceedings.

iii A general meeting whether an Annual General Meeting or an Extraordinary General Meeting may be held that allows attendance in person or by suitable virtual/electronic means agreed by the trustees. Where the trustees determine that a general meeting is to be held with an option of using virtual/electronic means, such determination shall be set out in the notice of general meetings sent to members together with details of how a member may participate in such a meeting.

iv Where the committee determines that a general meeting is to be held wholly by virtual/electronic means, such determination shall be set out in the notice of a general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by virtual/electronic means only. If the meeting is to be held solely by virtual/electronic means, the place of the meeting shall be deemed to be the charity's registered office address. For the purpose 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 meetings in person and through virtual/electronic means.

v Proceedings at a general meeting held by electronic means or a physical meeting at which procedures are put in place to allow members to attend electronically will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as sufficient numbers of members to form a quorum are able to take part in the meeting successfully.

vi The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every Annual General Meeting and Extraordinary General meeting of The U3A.

vii There shall be a quorum when at least 10% of the number of members of The U3A take part by whatever means in any Annual General Meeting or Extraordinary General Meeting.

vi The Chairman of The U3A shall be the Chairman of any Annual General Meeting and Extraordinary General Meeting at which he/she is present. In the absence of the entitled Chairman, the Executive Committee members present shall have the power to appoint a Chairman for the meeting.

viii If there is a tied vote on any item of business, the Chairman of the meeting has a single casting vote.

### 16. ALTERATIONS TO THE CONSTITUTION

i Subject to the following provisions of this clause, the Constitution may be altered in any way by a resolution passed by not less than two thirds of the members taking part in an Annual General Meeting or Extraordinary General Meeting. The notice of such a meeting must include notice of the resolution, setting out the details of the alterations proposed.

ii Since 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.

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

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12. The Executive Committee shall ensure that at all times the current version of the Constitution has been made available to all appropriate authorities.

### 13. DISSOLUTION

- i. If the Executive Committee decides that it is necessary or advisable to dissolve The U3A, it shall call an Extraordinary 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 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. 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 since The U3A is a registered charity.