

**CONSTITUTION OF THE READING UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED 24<sup>th</sup> SEPTEMBER 2018**

**REGISTERED CHARITY NUMBER 1034105**

This constitution was adopted by the membership at the AGM held 24<sup>th</sup> September 2018

**1. NAME**

The name of the charity is Reading University of the Third Age hereafter referred to as 'The U3A'

**2. PROPERTY AND ASSETS**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee.

**3. CHARITABLE PURPOSES**

The charitable purposes of The U3A is:

- 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, in Reading and its surrounding locality

**4. POWERS**

In furtherance of the charitable purposes but not otherwise, the Executive Committee may exercise the following powers:

- (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 (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) to 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;
- (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 they agree to abide by this constitution and any membership conditions properly imposed by the Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved 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) The Executive Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid 3 months
- (iv) After the due date or 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 shall have the right to be heard by the Executive Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.

## **6. HONORARY PRESIDENT**

The members of The U3A may (but do not have to) elect an Honorary President at the Annual General Meeting. If they do so, the person so appointed will serve until the next Annual General Meeting. A retiring Honorary President may be re-appointed for a further term. There is no limit on the number of terms that may be served. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Executive Committee but may be invited to attend any Executive Committee meeting at the decision of the Executive Committee and shall be entitled to attend the Annual General Meeting as a guest.

## **7. EXECUTIVE COMMITTEE AND OFFICERS**

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) **Honorary Officers**  
At the Annual General Meeting of The U3A the members shall elect from amongst themselves a chairman, a vice-chairman or vice-chairmen, a secretary and a treasurer who shall hold office from the conclusion of that meeting.
- (ii) **Executive Committee**  
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
  - (b) not less than 1 and not more than 5 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (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.
- (vi) 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.
- (vii) 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).
- (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.

## **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) Officers may serve for a period of three years and Committee members for a period of five years. Retiring Officers may stand for re-election provided that no-one may hold the office of Chairman or Vice-Chairman for more than three consecutive years without an intervening period of at least one year except that a retiring Vice-Chairman may stand immediately for the post of Chairman,
- (iv) If insufficient nominations are received to fill the vacancies for Honorary Officers/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 a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next AGM.

## **9. 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.

## **10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- (i) The Executive Committee shall hold at least 4 ordinary meetings each year.
- (ii) A special meeting 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 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 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.
- (v) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting of 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 at meetings of the Executive Committee and any sub-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. No rule may be made which is inconsistent with this constitution.
- (viii) 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.
- (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.

## **11. FINANCE**

- (i) The financial year of The U3A shall end on such date as the Executive Committee shall decide, provide 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 (if required by law) 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 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.

- (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 those 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 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.

## **12. 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.

## **13. ACCOUNTING AND REPORTING**

- (i) 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:
  - (a) the keeping of accounting records for The U3A;
  - (b) the preparation of annual statements of account and a trustees' report for The U3A;
  - (c) the audit or independent examination of the statements of account of The U3A (if required by law);
  - (d) the making of a charity annual return to the Charity Commission;
  - (e) the transmission of the statement of accounts and trustees' report of The U3A 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 September 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 Executive Committee. The secretary 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. 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 any General Meeting.
- (iv) The Executive Committee shall present to each Annual General Meeting the 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.

Any proposals to amend the constitution subject to clause 17 shall be considered at the Annual General Meeting and any other business published in the agenda.

## **15. SPECIAL GENERAL MEETING.**

The Executive Committee may call a Special General Meeting of the charity 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. 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 members are present.

## **16. NOTICES, COMMUNICATIONS AND 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. A member may opt to return to hard copy communications at any time.
- (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 10% of the numbers of members of The U3A are present at any General Meeting.
- (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 stand adjourned to a suitable day and time as the Executive Committee may direct, provided that 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 constitute a quorum.
- (vi) The Chairman of The U3A shall be the Chairman of the General Meeting at which he/she is present.
- (vii) If there is a tied vote the Chairman 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) 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 to clause 1 (the name of the charity) clause 3 (the charitable purposes clause) without the prior consent in writing of the Charity Commission.
- (iv) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

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

## **18. DISSOLUTION**

- (i) 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 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.