

**CONSTITUTION OF THE TORRIDGE (NORTH DEVON) UNIVERSITY OF THE
THIRD AGE (U3A) A MEMBER OF THE THIRD AGE TRUST AS AN
UNINCORPORATED ASSOCIATION**

**TORRIDGE U3A IS A CHARITY IN ENGLAND & WALES
(REGISTERED CHARITY NUMBER: 1038910)**

This constitution was adopted by the trustees and general membership of the Torridge U3A at the 2018 AGM. It revises and replaces the former constitution, dated February 2012

Date of the adopting Annual General Meeting: Wednesday 14th November 2018

I certify that this is a true copy:

Name: Dennis Pavitt

Signed:

Office: Chairman

Date of Certification: April 5th 2019 (ie: subsequent to incorporation - and committee confirmation - of minor changes to the final draft that had been approved at the 2018 AGM)

THE CONSTITUTION

1. NAME

The name shall be the Torridge U3A (in this constitution called 'The U3A')

2. OBJECTS & POWERS

2.1 OBJECTS. The objects of The U3A are:

- i) to advance the education of the public and in particular the education of middle aged and older people who are not in fulltime gainful employment in Bideford and its surrounding locality;
- ii) the provision of facilities for leisure time and recreational activities with the object of improving the conditions of life for the above persons in the interests of their social welfare.

2.2 POWERS. In furtherance of the above The U3A may:

- i) purchase, take on lease or in exchange, hire and otherwise acquire and sell or dispose of real or personal property and any rights and privileges which The U3A may think necessary for the promotion of the objects, subject to such consents as may be required by law;
- ii) publish books, pamphlets, reports, leaflets, journals, films, video and instructional matter;
- iii) found and carry on schools and training courses and run lectures, seminars, conferences and courses;
- iv) encourage and assist in the formation and operation of area and regional groupings of other U3As;
- v) receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of the U3A or any of them and to hold funds in trust for the same;
- vi) do all such other lawful things as may be necessary for the attainment of the above Objects or any of them.

3. MEMBERSHIP

3.1 All persons interested in supporting the Objects of the Third Age Trust shall be admitted to membership at the approval of the Executive Committee and upon payment of the annual subscription - as previously determined and approved by the Executive Committee - provided that they agree to abide by this constitution and any membership conditions properly imposed by the Committee.

3.2 The Executive Committee may terminate membership of any member if:

- i) there is any money owed to The U3A in respect of membership or other fees after the time lapse of two (2) months;
- ii) that members act in a way which is prejudicial to The U3A or brings it into disrepute.

3.3 In the case of a proposed termination of membership the member 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.

4. MANAGEMENT

4.1 Role and Powers of 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. All matters not provided for in this constitution relating to The U3A and not involving an amendment to the constitution shall be dealt with by the Executive Committee. The duty of the Executive Committee shall be to carry out The U3A's general policy and to provide for the administration, management and control of the affairs and property of The U3A.

4.2 Composition of the Executive Committee

- i) The Executive Committee shall consist of at least five and not more than twelve members (excluding those who are co-opted) including the Officers (Chairman, Vice-Chairman, Secretary & Treasurer).
- ii) No person may be proposed for appointment or serve as an Officer or 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) Not more than two (2) ordinary members may be co-opted to - and by - the Executive Committee, they shall have full voting rights and their term of office shall expire at the next Annual General Meeting. Co-opted members may stand for appointment to a first full term at that meeting.
- iv) Persons - who need not be members - may be invited by the Executive Committee because of their special expertise to attend committee meetings, in order to advise. They shall not have voting rights .

4.3 Election of Officers

The election of the principal and other members of the Executive Committee shall be held at the Annual General meeting of The U3A:

- i) Nominations to the Executive Committee, duly agreed by the nominee, shall be proposed and seconded and delivered in writing to the Secretary at a date specified by the Executive Committee
- ii) The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting
- iii) All Executive Committee members irrespective of election to officer appointments, shall (normally) serve for a period of three years .

- iv) The Executive Committee has the power to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election

4.4 Meetings and Proceedings of the Executive Committee

- i) There shall be no less than four (4) Executive Committee meetings a year.
- ii) Special Executive Committee meetings may be called at any time by the Chairman or by any two (2) members of the Executive Committee upon seven (7) clear days notice being given to all the Executive Committee members of all the matters to be discussed
- iii) The Chairman shall chair the meetings and in their absence the Vice-Chairman shall take over or, if the Vice-Chairman is not present, the Executive Committee shall choose one of their number to be Chairman of the meeting - before any business is transacted.
- iv) At Executive Committee meetings matters shall be decided by a simple majority of the votes of the Executive Committee members present. In the case of equality of votes the Chairman shall have a second or casting vote in addition to their own vote.
- v) The quorum of any meeting shall be three (3) or one third of the Executive Committee whichever is the greater
- vi) The Executive Committee may appoint sub-committees to which it may from time to time, and for such time as it determines, delegate the transaction of such matters and the performance of such acts as it thinks fit and the Executive Committee shall exercise supervision over the proceedings and acts of such sub-committees. Sub-committees shall report back to the Executive Committee as soon as possible on actions taken under delegated powers.
- vii) The proceedings of the Executive Committee shall not be invalidated by any defect in the appointment, election or co-option of any member of any committee or sub-committee
- viii) The Secretary shall ensure that minutes are kept of all sub-committee, Executive Committee and General meetings. These should be available for inspection should a member request it.
- ix) No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by 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 matter other than wilful and individual fraud or wrongdoing or actions knowingly beyond the scope of the authority or limit thereon on the part of the Executive Committee member in question.

4.5 Cessation of Office - Executive Committee Members

A member of the Executive Committee shall cease to hold office if they:

- i. resign their office by giving - not less than - twenty one (21) days notice in writing to the Secretary or Chairman;
- ii. are disqualified from acting as a member of the Executive Committee by virtue of charity law;
- iii. become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- iv. are absent without permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his office be vacated;
- v. are 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;
- vi. cease to be a member of The U3A;
- vii. become an Officer or non- Officer of the Executive Committee of any other U3A

5. ANNUAL & SPECIAL GENERAL MEETINGS

5.1 An AGM shall be called by the Executive Committee on such date as the Executive Committee determines as follows:

- i) The AGM shall be held once in each year. At least 21 days notice, shall be given to all members;
- ii) The form of notification - provided The U3A wishes to do so and the member provides an appropriate address - can include electronic communication. 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.
- iii) Specification of the business of the Annual General Meeting shall be included in the notification; ie:
 - a) Receiving and approving the Annual Report
 - b) Receiving and approving the examined accounts
 - c) Electing the members of the Committee
 - d) Appointing an examiner for the accounts
 - e) Considering proposals for altering the constitution subject to the requirements of Clause 8
 - f) Considering any other business, which has been published in the Agenda

5.2 A Special General Meeting may be convened at any time by a resolution of the Executive Committee or upon a requisition signed by one fifth or more of the members stating the object of the meeting. A meeting held on such a requisition shall be called by the Secretary of The U3A giving the other members 21 days notice of such a meeting.

5.3 The quorum for General Meetings shall be 10% of the paid up members of The U3A

- i) If within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting *if convened at the request of the members* shall be dissolved
- ii) Where the General Meeting *is called by the Executive Committee*, it shall be adjourned to another day and time as the Executive 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 become a quorum.

5.4 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

5.5 The Chairman of The U3A shall be the Chairman of any General Meeting at which they are present. In the Chairman's absence, and no Vice-Chairman being present the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.

5.6 Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.

5.7 All General Meetings shall be conducted with due regard for current Standing Orders (NB: The current version has been adopted from The University of the Third Age – dated 22nd May, 2012)

6. FINANCE

6.1 All the income and property of The U3A shall be applied solely towards the Objects of the said U3A and none of it shall be paid or transferred in any way to its Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable proper remuneration to any officer or servant of the said U3A (other than a Committee member) and repayment of reasonable and proper out-of – pocket expenses to members or Committee members incurred in the course of the work of The U3A.

6.2 Bank or building society account(s) shall be opened in the name of The U3A and withdrawals shall be made on the signature of two Committee members, one of whom is a principal officer.

6.2 The U3A shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest and otherwise. Any money raised and received may be retained by The U3A and used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.

6.3 The financial year of The U3A shall end on 31st March in each year and not more than eight(8) weeks later the Annual General meeting shall be convened for the purpose of receiving the Annual Report and examined accounts.

6.4 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

6.5 The Treasurer shall keep accounts of all monies received and expended on behalf of The U3A and shall prepare and publish such accounts duly examined at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.

6.6 No Committee members shall be chargeable or responsible for loss caused by anything or act done or omitted to be done by him/her or any agent employed by him/her or by any other Committee member, provided reasonable supervision be exercised over any such agent , or by reason of any mistake or omission made in good faith by any Committee member or by any reason of any other matter or thing other than wilful and individual fraud or wrongdoing or wrongful omission on the part of the Committee member who is sought to be made liable.

7. PROPERTY

All property of and held in behalf of The U3A shall be applied in accordance with charity law. 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.

8. ALTERATION TO THE CONSTITUTION

8.1 The provision of this constitution other than Clause 2 (see 8.3) may be amended with the assent of not less than two thirds of the members of The U3A present and voting at a General Meeting of The U3A. 21 clear days notice shall be given to the members stating the intention to put forward such a resolution

8.2 No amendment shall be made which would cause The U3A to cease to be a charity at law

8.3 Any amendment to clause 2 (objects) may only be made with prior consent in writing of the Charity Commission.

9. DISSOLUTION

The U3A may at any time be dissolved by a resolution passed by a three quarters majority of those present and voting at any General Meeting of the said U3A, of which at least twenty one (21) clear days notice stating the intention to put forward such a resolution shall have been sent to all members of The U3A. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of The U3A shall be transferred to the Third Age Trust Registered Charity No 288007.