

CONSTITUTION FOR NORTH WILTS U3A

CONSTITUTION OF THE NORTH WILTS UNIVERSITY OF THE THIRD AGE (U3A) A
MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED U3A
Charity Registration Number 1048393

1. NAME

- 1.1. The name shall be The North Wilts U3A (In This Constitution called the U3A).

2. OBJECTIVES AND POWERS

2.1. OBJECTIVES

The Objects of the U3A are:

- 2.1.1. The advancement of education and, in particular, the education of older people and those retired from full time work by all means, including associated activities conducive to learning and personal development.

2.2. POWERS

- 2.2.1. In furtherance of the above the U3A may 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.
- 2.2.2. Publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter.
- 2.2.3. Found and carry on schools and training courses and run lectures, seminars, conferences and courses
- 2.2.4. Encourage and assist in the formation and operation of area and regional groupings of other U3As.
- 2.2.5. 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.
- 2.2.6. 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 Committee and upon payment of the annual subscription as recommended by the Committee and ratified by the membership at the Annual General Meeting, provided that they agree to abide by this Constitution and any conditions properly imposed by the Committee.
- 3.2. The Committee may terminate membership of any member if:
 - 3.2.1. There is any money owed to the U3A in respect of membership or other fees after a time lapse of three months from 1st October in a given year.
 - 3.2.2. That member acts in a way that is prejudicial to the U3A or brings it into disrepute PROVIDED THAT the individual concerned shall have the right to be heard by the Committee before a final decision is made.

4. MANAGEMENT

- 4.1. The management of the U3A shall be vested in a Committee 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
 - 4.1.1. The Committee shall consist of at least five and not more than ten members (excluding those who are co-opted) including the principal officers (Chairman, Vice-Chairman Secretary and Treasurer).
 - 4.1.2. Not more than two (2) ordinary members may be co-opted to the Committee: they shall have full voting rights and their terms of office shall expire at the next following Annual General Meeting.
 - 4.1.3. Persons who need not be members may be invited by the Committee to serve because of their special expertise: they shall not have voting rights and their term of service shall expire at the next following Annual General Meeting.

CONSTITUTION FOR NORTH WILTS U3A

- 4.1.4. The principal officers shall be elected at the Annual General Meeting.
 - 4.1.5. Nominations to the Committee duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary at a date specified by the Committee.
 - 4.1.6. The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
 - 4.1.7. There shall be no fewer than four (4) Committee meetings a year.
 - 4.1.8. Officers shall serve for a period of one (1) year and committee members for a period of one (1) year. All Officers shall be elected at the AGM.
 - 4.1.9. Committee members may resign office by giving not less than twenty-one (21) days' notice in writing to the Secretary or Chairman. The Committee has power to fill casual vacancies from the membership, such an appointee shall complete the term of service of the member he/she is replacing and shall be eligible for re-election.
 - 4.1.10. At Committee meetings matters shall be decided by a simple majority of votes of Committee members present. In the case of an equality of votes the Chairman shall have a second or casting vote.
 - 4.1.11. The quorum for Committee meetings shall be three (3) or one third of the Committee whichever is the greater.
 - 4.1.12. The Chairman of the U3A shall be the Chairman of any committee meeting at which he/she is present. In his/her absence the Vice Chairman shall take the chair. In the absence of the Vice-Chairman the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.
 - 4.2. Special Committee meetings may be called at any time by the Chairman or by any two (2) members of the Committee upon seven (7) clear days' notice being given to all the Committee members of all the matters to be discussed.
 - 4.3. The 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 Committee shall exercise supervision over the proceeding and acts of such sub committees. Sub-committees shall report back to the Committee as soon as possible on actions taken under delegated powers.
 - 4.4. The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any member of any committee or sub-committee.
 - 4.5. The secretary shall ensure that minutes are kept of all sub-committee, Committee and General meetings.
5. ANNUAL AND SPECIAL GENERAL MEETINGS
- 5.1. The Annual General Meeting shall be held once in each year and not later than fifteen (15) months after the preceding Annual General Meeting. At least twenty-one (21) days' notice shall be given in writing to all members. A quorum shall be 10% of the paid up members. If at the adjourned meeting a quorum is not present within 10 minutes of the time appointed for the meeting the members present shall be a quorum.
 - 5.2. The business of the Annual General Meeting shall include:
 - 5.2.1. Receiving and approving the Annual Report.
 - 5.2.2. Receiving and approving the examined accounts.
 - 5.2.3. Electing a Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer and the Members of the Committee.
 - 5.2.4. Appointing an examiner for the accounts.
 - 5.2.5. Considering proposals to alter the constitution subject to the requirements of Clause 9.
 - 5.2.6. Considering any other business which has been published in the agenda.
 - 5.3. A special General Meeting of the U3A may be convened at any time by a resolution of the 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 twenty-one (21) days' notice of such a meeting. There shall be a quorum where 10% of members are present.

CONSTITUTION FOR NORTH WILTS U3A

- 5.4. The Chairman of the U3A shall be the Chairman of any meeting at which he/she is present. In his/her absence the Vice Chairman shall take the chair. In the absence of the Vice-Chairman the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.
- 5.5. Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- 5.6. Online and hybrid general meetings
 - 5.6.1. 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 5.6 a) such a determination shall be set out in the notice of the general meeting sent to members, together with details of how a member may participate in such meeting.
 - 5.6.2. 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 mean only.
 - 5.6.3. 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.
 - 5.6.4. 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 the 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 of the relevant meeting.
 - 5.6.5. If the meeting is to be held solely by electronic means pursuant to clause 5.6 (a) the place of the meeting shall be deemed to be the charity’s registered office address.
 - 5.6.6. If proceedings at a general meeting held by electronic means pursuant to clause 5.6.1 or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 5.6.1, 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 5.1 is able to join the meeting successfully.

6. FINANCE

- 6.1. All 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 and 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. A bank or building society account shall be opened in the name of the ‘North Wilts u3a’. Withdrawals can be made in two ways:
 - a) Cheques signed by two committee members, one of whom is a principal officer.Or

CONSTITUTION FOR NORTH WILTS U3A

- b) Online by a designated principal officer subject to prior written authorisation by a fellow committee member. A list of proposed payments with authorising signature to be retained with the accounts.
- 6.3 The U3A shall have the 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 be 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 31 December 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 the 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 the 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 member 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 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

Any property of the North Wilts U3A shall be vested in Trustees appointed for this purpose or where the appointment of Trustees is not appropriate shall be deemed to be held jointly by all members of the Committee.

8. POWERS OF THE COMMITTEE

All matters not provided for in this constitution relating to the North Wills U3A and not involving an amendment to this constitution to be dealt with by the Committee.

9. ALTERATION TO THE CONSTITUTION

The provisions of this constitution other than Clauses 2 and 10 and this Clause may be amended with the assent of not less than two-thirds of the members of U3A present and voting at a General Meeting of the U3A. Twenty-one (21) clear days' notice shall be given to the members stating the intention to put forward such a resolution. (No amendment shall be made which would cause the U3A to cease to be a charity).

10. 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 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 such charitable institution or institutions having object similar to the U3A as the U3A shall decide.

++++
++++

North Wilts U3A Constitution, Amendment log.

CONSTITUTION FOR NORTH WILTS U3A

Date change approved	Reason for change	Change from	Change to
4th November 1994	Unknown. Earliest available	version of Constitution	
4th November 2006	Difficulty in getting nomination for chairman made it necessary to remove the constraint that a chairman could serve a two year term. Agreed that 'all officers be elected at the AGM' so U3A members could stand for membership of the committee secure that they would not be elected as an officer at a later committee meeting.	Para 4.2.4 Remove:- 'Retiring officers and committee members may stand for re-election provided that no-one may hold the office of Chairman or Vice-chairman for more than two (2) consecutive years without an intervening period of at least one (1) year except that a retiring Vice-Chairman may stand immediately for the post of Chairman.'	Para 4.2.4 Replace sentence in 'Change From' with:- 'That all Officers shall be elected at the AGM '
(April 2014) TBC Draft for approval	Unable to change earlier (non-word-processor) version of the constitution.	<ul style="list-style-type: none"> • Minor changes in paragraph numbering i.e., '5.1(ii)' replaced with '5.1.2'. Wording and meaning of contents unchanged. • Amendment Log added. • Issue date and page numbering added to footer. 	
20 th May 2014 Approved	At U3A committee meeting, agreed that this revised constitution is agreed to be a 'reformatting' not a change.	'Draft for approval' status no longer applicable.	

CONSTITUTION FOR NORTH WILTS U3A

<p>October 2015 for presentation to the February 2016 AGM</p>	<ol style="list-style-type: none"> 1. Paragraphs re-numbered for consistency 2. Decrease percentage of members required from 20% to 10% to form a quorum. If at the adjourned meeting a quorum is not present within 10 minutes of the time appointed for the meeting the members present shall be a quorum 3. Responsibilities of vice-chairman clarified 4. Throughout the document reference to 'audited' replaced by 'examined' with reference to accounts. 5. Minor grammar and punctuation corrections made throughout document. 6. Clause (previously 6.4) removed as present committee are not aware of reasons for its inclusion and it seems potentially dangerous. 	<ul style="list-style-type: none"> • Changes to para 5.1 to change required % as described and to clarify requirements for a quorum at adjourned AGM • Insertion of para 4.1.12 (committee meetings) and change to original para 5.3, now 5.4, (general/AGM Meetings) to clarify responsibilities of vice-chairman. <p>Remove :- 'The Committee may appoint employees either permanently or on a fixed term contract, who are not members of the Committee, as may from time to time be necessary for carrying out the work of the U3A, and may fix their terms and conditions of employment. For the purposes of employment law the Committee shall be the employer. '</p>
<p>Approved at AGM on 10/02/16</p>		<p>'Draft for Approval' Status Removed.</p>
<p>March 2016</p>	<p>Added Charity Registration number to heading</p>	<p>Charity Registraton Number 1048393</p>
<p>March 2017</p>	<p>Comply with Head Office suggestion re. change to Charitable Objectives</p>	<p>Replace 'of the middle aged and older people who are not in gainful employment' With 'people not in full time gainful employment who are in their Third Age (being the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) residing in Chippenham and its surrounding locality. The U3A is 'The North Wilts U3A' '</p>
<p>Approved at AGM held on 08/03/2017</p>		<p>'Draft for approval' status no longer applicable.</p>

CONSTITUTION FOR NORTH WILTS U3A

<p>Approved at AGM on 14/03/18</p>	<p>Comply with Head Office recommendation for 'Object of U3A'</p>	<p>Replace 2.1.1. To advance the education of the public and in particular the education of people not in full time gainful employment who are in their Third Age (being the period of time after the first age of childhood dependence and the second age of full time employment and/or parental responsibility) residing in Chippenham and its surrounding locality. 2.1.2 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.</p> <p>With ' 2.1.1. 'The advancement of education and, in particular, the education of older people and those retired from full time work by all means, including associated activities conducive to learning and personal development.'</p>
<p>23rd June 2021 Approved at AGM</p>	<p>Recommended by u3a Trust to enable video conference meetings should it be necessary in the future as in 2020 and 2021 due to the pandemic and lockdowns</p>	<p>Paragraph 5.6 added</p>
<p>23rd June 2021 Approved at AGM</p>	<p>This is necessary to enable online banking which makes the treasurer's work easier</p>	<p>Old paragraph 6.2 A bank or building society account 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. replaced with: A bank or building society account shall be opened in the name of the 'North Wilts u3a'. Withdrawals can be made in two ways:</p> <ul style="list-style-type: none"> c) Cheques signed by two committee members, one of whom is a principal officer. <p>Or</p> <ul style="list-style-type: none"> d) Online by a designated principal officer subject to prior written authorisation by a fellow committee member. A list of proposed payments with authorising signature to be retained with the accounts.