

# Constitution of the Cheltenham U3A (University of the Third Age)

Registered Charity 299146

A Member of the Third Age Trust as an Unincorporated Association

Adopted with effect from 26<sup>th</sup> March 2024 and superseding all previous

## 1. NAME constitutions.

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

## 2. ADMINISTRATION

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, constituted by clause 6 of this constitution.

## 3. OBJECTS

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 for those residing in Cheltenham and its surrounding locality.

## 4. POWERS

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

- (i) the power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- (ii) the power to receive donations, endowments, sponsorship, grants legacies and subscriptions from persons desiring to promote all or any of the Objects of The U3A and to hold funds in trust for the same.
- (iii) the power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- (iv) the power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the charity.
- (v) the power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them.
- (vi) the power to support any charitable trusts, associations or institutions formed for all or any of the Objects.
- (vii) the power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- (viii) the power to organise and run conferences, lectures, seminars, courses.
- (ix) power to publish books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos.
- (x) the power to participate in and assist in the development of area and regional groupings of U3As.
- (xi) the power to do all such other lawful things as are necessary for the achievement of the Objects.

## 5. MEMBERSHIP

- (i) Membership of the U3A shall be open to individuals who are interested in furthering the work of 'The U3A' and who have paid the annual subscription, as determined by the Executive Committee and confirmed by the membership at the Annual General Meeting.

- (ii) Every full member, whether individual or joint, shall have one vote at a General Meeting. Associate members, who pay a reduced annual subscription because their main membership is with another U3A, shall not take part in a general meeting.
- (iii) Membership will be deemed to have lapsed if a member has not renewed their annual membership within 2 months of the renewal date. Lapsed members can re-join at any time by paying their renewal fee.
- (iv) The Executive Committee may terminate the membership of any individual if:
  - fees (other than membership fees) remain unpaid 3 months after the due date; or
  - the member acts in a way which is prejudicial to The U3A or to the running of The U3A; or
  - the member brings The U3A into disrepute.
 Before a final decision is reached the individual concerned shall have the right to be heard by the Executive Committee; either in person, accompanied by a friend who may also speak; or by making a written representation.

## **6. EXECUTIVE COMMITTEE**

- (i) **Management of The U3A**  
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 purpose of charity law. The Executive Committee shall deal with administration, management and control of the affairs and property of The U3A.
- (ii) **Election of the Executive Committee**  
At the Annual General Meeting the U3A members shall elect, from amongst themselves, persons to serve as trustees on the Executive Committee. The newly elected Executive Committee shall take office as a body at the conclusion of the Annual General Meeting, although specific roles will only be allocated in accordance with 6.(v).
- (iii) **Executive Committee size**  
The maximum size of the Executive Committee, including both elected and co-opted members is 12. There must be at least 5 and not more than 10 elected U3A members. Co-option can be used during the year in line with 6.(vii) and 6.(viii) to strengthen the committee up to no more than 12. No person may be proposed for appointment or serve as a member of the Cheltenham Executive Committee if they are currently serving as a member of the Executive Committee of any other local U3A.
- (iv) **Officers**  
The officers are the Chair, not more than two Vice Chair, 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) **Appointment to committee roles**  
The officers and other post holders shall be appointed by decision of the Executive Committee from amongst their number, usually at the first Executive Committee meeting following each Annual General Meeting.
- (vi) **Length of Service**
  - (a) All members of the Executive Committee are elected for 1-year and shall be eligible for re-election, with a maximum of 5 re-elections being possible. Therefore, the maximum term of continuous elected service on the Executive Committee is 6 years, after which time a break of at least one year should occur.
  - (b) If elected by the membership in line with 6.(vi)(a), no one may hold any specific officer or non-officer position for a continuous period in excess of 3 years, except for the Treasurer who may serve for 6 consecutive years, except where clause 7(iii) is triggered.
  - (c) Executive Committee members can move between different officer and non-officer roles, subject to the maximum terms described above, provided this is agreed by the other members of the Executive Committee.

(d) The absolute maximum period of elected service on the Executive Committee over a member's lifetime is 12 years, in any combination of roles.

(vii) Casual vacancies

Vacancies on the Executive Committee which arise through resignation or termination during the elected term can be filled by co-option from the U3A membership. Such an appointee shall serve for a maximum of one year and have tenure only until the next Annual General Meeting, where they may stand for election. This co-opted service shall be in addition to the maximum elected service in 6.(vi).

(viii) Additional members

Additional co-opted Executive Committee members, i.e., those not filling a vacancy, can be appointed to increase the number of persons on the Executive Committee. They shall have full voting rights; however, they will serve for a maximum of one year and have tenure only until the next Annual General Meeting, where they may stand for election. This co-opted service shall be in addition to the maximum elected service in 6.(vi).

(ix) Experts

Persons, who need not be U3A members, may be invited by the Executive Committee to attend committee meetings from time to time because of their special expertise.

(x) Honorary President

At the Annual General Meeting of The U3A the members may elect from amongst themselves an Honorary President, if the creation of such a post has been agreed at a General Meeting.

## **7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

(i) Prior written nomination of any candidate for election to the Executive Committee at the Annual General Meeting shall normally be required. The nomination should be made by a proposer and seconder from amongst the membership of the U3A, who are not themselves members of the Executive Committee. Nominations must be in the hands of the Secretary of the Executive Committee at least 7 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by secret ballot, otherwise election will be by show of hands.

(ii) If insufficient nominations are received to fill the vacancies 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 an elected term. 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.

(iii) In the event of no member of the newly elected committee being willing to take on any one of the officer or non-officer roles, a majority decision can be taken by the Executive Committee to ask the retiring post holder to stay until the next AGM.

(iv) 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.

(v) 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 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).

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

- (i) The Executive Committee shall hold at least four ordinary meetings each year.
- (ii) A special meeting may be called at any time by the Chair 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 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 Executive Committee shall choose one of their number to be chair of the meeting before any business is transacted.
- (iv) A President elected by The U3A shall not be a member of the Executive Committee and shall not have voting rights.
- (v) 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.
- (vi) Every matter 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 Chair of the meeting shall have a second or casting vote.
- (vii) 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.
- (viii) 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.
- (ix) 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.
- (x) 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.
- (xi) An Executive Committee meeting, or a sub-committee meeting, may be held in person or by suitable electronic means agreed by the members of the committee in which each participant may communicate with all the other participants.

## **9. FINANCE**

- (i) The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of The U3A at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 Executive Committee members.
- (ii) The funds belonging to The U3A shall be applied only in furthering the Objects.
- (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.

#### **10. PROPERTY**

- (i) All property of The U3A shall be applied solely towards the Objects 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 the home of a nominated member of the organisation in pursuance of his or her designated role until such time as the member's tenure of office ceases or the Executive Committee request its return.

#### **11. ACCOUNTS**

The Executive 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 the Trustees report at the AGM;
- (iv) the transmission of the statements of account of The U3A to the Charity Commission and, if required, making an annual return.

#### **12. ANNUAL REPORT**

The Executive 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. ANNUAL GENERAL MEETING**

- (i) There shall be an Annual General Meeting of the U3A which shall be held in the month of March 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. 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 the examiner for the accounts.

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.**

The Executive Committee may call a Special General Meeting of the charity at any time and if at least one tenth 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.

#### **15. PROCEDURE AT GENERAL MEETINGS**

- (i) 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.
- (ii) There shall be a quorum when at least 100 members 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 a

motion may be proposed to suspend 15 (ii) and accept the number present as forming a quorum. If the motion is not passed, then the meeting shall be adjourned to a suitable 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 be a quorum.

- (iv) The Chair of The U3A shall be the Chair of the General Meeting at which he or she is present unless the Executive Committee makes the decision to ask the President to preside.
- (v) If there is a tied vote the Chair or President should have a single casting vote.

#### **16. ALLOWANCE OF ELECTRONIC ATTENDANCE AT GENERAL MEETINGS**

- (i) A general meeting (whether an annual general meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the Executive Committee, in which each participant may communicate with all the other participants either directly or through the Chair. Where the Executive Committee determine that a general meeting is to be held using electronic means pursuant to this clause, 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.
- (ii) Where the Executive 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.
- (iii) For the purposes of this clause "exceptional circumstances" means circumstances which, in the reasonable opinion of the Executive Committee, render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.
- (iv) Where a general meeting is to be held in person, the Executive Committee 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. 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.
- (v) If the meeting is to be held solely by electronic means pursuant to clause 16.(ii), the place of the meeting shall be deemed to be the charity's registered office address.
- (vi) Proceedings at a general meeting held by electronic means pursuant to clause 16.(ii), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 16.(iv), 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.

#### **17. VOTING PROVISIONS**

- (i) Show of hands;  
Where a meeting is to be held physically with all members present in person voting will be by a show of hands, except in the case of contested elections to the Executive Committee under clause 7.(i).
- (ii) Electronic balloting;  
Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the Executive Committee may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.
- (iii) By proxy;  
A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 17.(v).

- (iv) Proxy Notice  
Proxies may only be validly appointed by notice in writing by submitting a Proxy Notice which:
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
  - (d) is delivered to the U3A in accordance with clause 17.(vi).
- (v) The Executive Committee may, if they deem it appropriate, determine that proxy voting can be used for a general meeting. In this case they will also determine the form in which Proxy Notices should be submitted to the U3A in advance of that general meeting.

## **18. 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 Objects clause) clause 17 (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 Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

## **19. DISSOLUTION**

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 other such local charitable institution or institutions having objects similar to the Objects 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.