

CONSTITUTION OF THE CHARITY NAMED BELOW, AN UNINCORPORATED MEMBERS' ASSOCIATION, AND A MEMBER OF THE THIRD AGE TRUST

PART 1

1 Adoption of the Constitution

This constitution was adopted on 07/06/2023 The members Charity and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2 Name

The member association's name is Garforth, Kippax & District University of the Third Age (u3a) - (herein after referred to as 'the association'). It is a member of the Third Age Trust (herein after referred to as 'The Trust' - Registered Charity Number 288007).

3 Object

The Association's object ('the object') is 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 in Garforth, Kippax & District.

4 Application of income and property

The income and property of the Charity shall be applied solely toward the promotion of the objects.

(1) (a) A trustee of the Charity is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the association

(b) A trustee of the Charity may benefit from trustee indemnity insurance cover purchased at the association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the association. This does not prevent a member who is not also a trustee of the Charity from receiving:

(a) A benefit from the Charity in capacity of a beneficiary of the association

(b) Reasonable and proper remuneration for any goods or services supplies to the Charity

5 Benefits and payments to trustees and connected persons

(1) General provision

No trustee or connected person may:

(a) Buy or receive goods or services from the Charity on terms preferential to those applicable to members of the public

(b) Sell goods, services or any interest in land to the association

(c) Be employed by, or receive any remuneration from, the association;

(d) Receive any other financial benefit from the association, unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

(a) A trustee or connected person may receive a benefit from the Charity or its Charity in the capacity of a beneficiary of the Charity provided that it is available generally to the beneficiaries of the association.

(b) A trustee or connected person may enter into a contract for the supply of services or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, Section 185 of the Charities Act 2011.

(c) A trustee or connected person may receive interest on money lent to the Charity at a reasonable rate which must be not more than the Bank of England rate (also known as the base rate).

(d) A trustee or connected person may receive rent for premises let by the trustee or connected person to the association. The amount of the rent and other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6 Dissolution

(1) If the trustees decide that it is necessary or advisable to dissolve the Charity it shall call a Special General Meeting of all members of the association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given.

If a two thirds majority of the members resolve to dissolve the Charity, the trustees will remain in office as trustees and be responsible for winding up the affairs of the Charity in accordance with this clause

(2) The trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the association

(3) The trustees must apply any remaining property or money:

(a) Directly for the object

(b) By transfer to any other University of the Third Age (u3a) or u3a's or The Trust or charities for purposes the same as, or similar to, the association:

(c) In such other manner as the Charity Commission for England and Wales (the Commission) may approve in writing in advance.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specify the manner in which the trustees are to apply the remaining property or assets of the Charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.

(5) In **no** circumstances shall the net assets of the Charity be paid or distributed among the members of the association.

(6) The trustees must notify both the Commission and The Trust promptly that the Charity has been dissolved. If the trustees are obliged to send the association's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the association's final accounts.

(7) The Charity cannot continue to include the words or phrase University of the Third Age or u3a or any other similar configuration of words in its title or elsewhere if it ceases to be a member of The Trust.

7 Amendment of constitution

- (1) The Charity may amend any provision contained in Part 1 of this constitution provided that:
 - (a)** The prior written consent of The Trust has been obtained;
 - (b)** No amendment may be made that would have the effect of making The Trust the Charity cease to be a charity at law.
 - (c)** No amendment may be made to alter the object if the change would undermine the work against the previous objects of the association
 - (d)** No amendment may be made to clause 3 (Object), 4 (Application of Income), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of 'The Trust':
 - (e)** Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that
 - (a)** The prior written consent of The Trust has been obtained,
 - (b)** Any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting
 - (c)** A copy of any resolution amending this constitution shall be sent to 'The Trust' within twenty-one days of its being passed.

PART 2

8 Membership

- (1) Membership is open to individuals as described in clause 3.
- (2) **(a)** The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
(b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
(c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferrable to anyone else.
- (4) The trustees must keep a register of names and addresses of members

9 Termination of membership

Membership is terminated if:

- (1) The member dies
- (2) The member resigns by written notice to the association, unless after resignation, there would be fewer than two members
- (3) Any sum due from the member to the Charity is not paid in full within 9 weeks of it falling due
- (4) The member is removed from membership by a resolution of the trustees that is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member may only be passed if:
 - (a)** Annual membership or other fees are unpaid for 9 weeks after the due date **or**,
 - (b)** By way of expulsion at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of the Charity **and**

(c) The appropriate steps have been taken according to the association's or The Trust's procedures.

10 General Meetings

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution, unless this constitution replaces and earlier constitution which case sub-clause (2) applies.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) Online and hybrid general meetings
 - (a) A general meeting (whether an annual meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held by electronic means pursuant to this clause 10(3) (a) 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 a meeting.
 - (b) 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 means only.
 - (c) For the purposes of this clause "exceptional circumstances" means circumstances 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.
 - (d) 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 meeting which allows members to attend electronically if they so wish, and in such circumstances both members physically present in person or by proxy and member present by electronic means will count towards the quorum of the relevant meeting.
 - (e) Where a general meeting is held solely in person members physically present in person or by proxy count towards the quorum of the relevant meeting.
 - (f) If the meeting is to be held solely by electronic means pursuant to clause 10(3)(a), the place of the meeting shall be deemed to be the association's registered office address.
 - (g) Proceedings at a general meeting held by electronic means pursuant to clause 10(3)(a), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 10(3)(a), 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 12(2) is able to join the meeting successfully.
- (4) All general meetings other than annual general meetings shall be called special general meetings
- (5) The trustees may call a special general meeting at any time.
- (6) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of the constitution.

11 Notice

- (1) If elections to the committee are required under this constitution, all members must be notified at least 28 clear days ahead of the election that nominations are requested and the closing date for the receipt of such nomination shall be at least 21 clear days after this notice is given.
- (2) If a resolution requiring the consent of two thirds of the members will be proposed at the general meeting, then all members must be notified at least 21 clear days ahead of that meeting.
- (3) The minimum period of notice required to hold any general meetings of the Charity (other than to consider a resolution for which a two thirds majority of member is needed) is fourteen clear days from the date on which the notice is deemed to have been given.
- (4) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (5) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (6) The notice must be given to all members and to the trustees.

12 Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) 25 members present in person or by proxy who are entitled to vote upon the business to be conducted at the meeting: **or**
 - (b) 20% of the total membership at the time, whichever is the greater.
- (3) If:
 - (a) A quorum is not present within half an hour from the time appointed for the meeting: **or**
 - (b) During a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (4) The trustees must re-convene the meeting and give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13 Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14 Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date and time and place at which the meeting is to be re-convened unless those details are specified in the resolution.

- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

15 Votes

- (1) Each member present in person or by proxy shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) Voting
 - (a) A member may appoint a proxy vote to attend a general meeting and vote on his or her behalf in accordance with clause 15(3).
 - (b) 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 trustees 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 the meeting will set this out.
- (3) Proxies

Proxies may only be validly appointed by notice in writing (a **Proxy Notice**) which:

 - (a) Stated 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 a manner as the trustees may determine; and
 - (d) Is delivered to the Charity in accordance with clause 30 [Notices]
- (4) The trustees may from time to time determine the form in which Proxy Notices should be submitted to the Charity in advance of any general meeting.
- (5) A resolution in writing is signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16 Officers and trustees

- (1) The Charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called 'the trustees'.
- (2) The Charity should have the following officers:
 - (a) Chair
 - (b) Vice Chair
 - (c) Secretary and
 - (d) Treasurer
- (3) Every trustee must be a paid-up member of the association.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 19.
- (5) The number of trustees shall not be less than 8 and no more than 15

- (6) Transitional arrangements for election or selection of trustees.
- (a)** The first trustees of a new u3a (including officers) shall be those persons acting as a steering group at the conclusion of the meeting at which this constitution is adopted. At any time up till the first annual general meeting the existing trustees may co-opt additional trustees up to the maximum number specified in sub-clause 16(5). The first trustees will serve until the first annual general meeting when all will retire but be eligible for nomination and subsequent election.
- (b)** Upon adoption of this constitution the Charity will continue with the terms of membership for those trustees eligible to continue as trustees under the association's previous constitution with the proviso that all and any transitional arrangement end before the third annual general meeting after this constitution is adopted.
- (7) The maximum total period of service of any trustee shall be 9 years in any combination of roles whether or not the period of service is contiguous.
- (8) No-one may hold any specific officer position or be an ordinary (non-officer) trustee for a continuous period in excess of 3 years without an interval of at least 1 year between periods of service.
- (9) All trustees shall be elected annually but may be re-elected subject to the provisions in sections (7) to (8) of this clause.
- (10) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

17 Appointment of trustees

- (1) The Charity at each annual general meeting shall elect up to 12 trustees (including officers).
- (2) The elected trustees may, at any time, co-opt up to 3 trustees until the next annual general meeting and may reappoint such co-opted trustees for one additional period which may not extend beyond the following annual general meeting or be excluded by clauses 16(7) to 16(8) whichever is the sooner
- (3) The officers will normally be elected directly by the annual general meeting.
- (4) **(i)** Unless Sub-clause (4) (ii) of this clause applies, no-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the Charity is given notice that:
- (a)** is signed by a member proposing a candidate for a specified role who is entitled to vote at the meeting
- (b)** is signed by an unconnected member seconding the same candidate for the same specified role who is entitled to vote at the meeting
- (c)** is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (ii)** If, there are insufficient candidate proposals for elected vacancies at the date of the general meeting, the Chair of the meeting may, as a last resort, appeal for any willing member present to agree to stand for election.
- (a)** The Chair must take a vote for such an appeal to be permitted
- (b)** The vote will be deemed carried if there is a simple majority for such an appeal to be made.
- (c)** Any willing candidate may then offer himself or herself and be proposed at the meeting in accordance with the Constitution.
- (5) In the event of a casual vacancy among elected or co-opted charity trustees, the Charity trustees may appoint a person who is willing to act to be a charity trustee. A charity trustee so appointed shall hold office only until the next annual general meeting.