

(6) **(a)** The appointment of a trustee, whether by the Charity in general meeting or by the other trustees, must not cause the number of trustees to exceed the number fixed in accordance with clause 16(5) of this constitution.

**(b)** The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated office.

## **18 Powers of trustees**

- (1) The trustees must manage the business of the Charity and have the following powers in order to further the objects (but not for any other purpose):
  - (a)** To raise funds for the Charity or for a charity with the same or similar purposes. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulation:
  - (b)** To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use:
  - (c)** To sell, lease or otherwise dispose of all or any part of the property belonging to the association. In exercising this power, the trustees must comply as appropriate with sections 117-122 of the Charities Act 2011:
  - (d)** To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124-126 of the Charities Act 2011, if they intend to mortgage land:
  - (e)** To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them and in particular with other u3a's clusters or u3a's and The Trust:
  - (f)** To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the object:
  - (g)** To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects or with any other u3a:
  - (h)** To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
  - (i)** To obtain and pay for such goods and services as necessary for carrying out the work of the association:
  - (j)** To open and operate such bank and other accounts as the trustees consider necessary:
  - (k)** To do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any properly constituted meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## **19 Disqualification and removal of trustees**

A trustee shall cease to hold office if he or she:

- (1) Is disqualified by virtue of Charity Law
- (2) Ceases to be a member of the association;
- (3) In the written opinion, given to the association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months: **or**
- (4) Resigns as a trustee by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect): **or**

- (5) Is absent without permission of the trustees from all their meetings held within a period of three consecutive months and the trustees resolve that his or her office be vacated.
- (6) Is removed by resolution of the Executive committee for significant misconduct under the Trustee Code of Conduct, following disciplinary procedure set out in that code.
- (7) Becomes an officer or non-officer member of the Executive committee of any other u3a

## **20 Proceedings of trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Online trustees' meetings  
A trustees' meeting or a meeting of a committee of the trustees may be held in person or by suitable electronic means agreed by the trustees or the members of the committee (as the case may be) in which case each participant may communicate with all the other participants.
- (3) Any trustee may call a meeting of the trustees provided reasonable notice is given
- (4) The secretary must call a meeting of the trustees if required to do so by a trustee
- (5) Questions arising at a meeting must be decided by a majority of votes
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- (7) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (8) The quorum shall be two or the number nearest to two-thirds of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (9) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (10) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (11) The person elected as the Chair shall chair meetings of the trustees.
- (12) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (13) The person appointed to chair meetings of the trustees shall have not functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (14) A resolution in writing signed as agreed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (15) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more of the trustees.

## **21 Conflicts of interest and conflicts of loyalties**

A charity trustee must:

- (1) Declare the nature and extent of any interest, direct or indirect, which he or she has in any proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; **and**

- (2) Absent himself or herself from any discussions of the Charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)
- (3) Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Charity trustees on the matter.

## **22 Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the Charity trustees, or of a committee of the Charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee
  - (a) Who is disqualified from holding office
  - (b) Who had previously retired or who had been obliged by this constitution to vacate office
  - (c) Who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise:

If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the Charity trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for sub-clause (1), the resolution would have been void, or if the Charity trustee has not complied with clause 21 (Conflicts of interests and conflicts of loyalties).

## **23 Delegation**

- (1) The trustees may delegate any of their powers or its functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book. Such a committee may have additional members who are not also trustees.
- (2) The trustees may impose conditions when delegating, including the conditions that:
  - (a) The relevant powers are to be exercised exclusively by the committee to whom they delegate:
  - (b) No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

## **24 Irregularities in proceedings**

- Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- (a) Who is disqualified from holding office
  - (b) Who had previously retired or who had been obliged by this constitution to vacate office
  - (c) Who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise:

If, without:
  - (d) The vote of that trustee; **and**
  - (e) That trustee being counted in the quorum, the decision has been made by a majority of

the Charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the Charity trustees or of a committee of charity trustees if the resolution would have been void.
- (3) No resolution or act of
  - (a) The trustees **or**
  - (b) Any committee of the trustees **or**
  - (c) The Charity in general meeting shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure has materially prejudiced a member or the beneficiaries of the association.

## **25 Minutes**

The trustees must keep minutes of all:

- (1) Appointments of officers and other trustees made by the trustees;
- (2) Proceedings at meetings of the association
- (3) Meetings of the trustees and committees of the trustees including:
  - (a) The names of the trustees present at the meeting
  - (b) The decisions made at the meetings; **and**
  - (c) Where appropriate the reasons for the decisions.

## **26 Accounts, Annual Report, Annual Return**

- (1) The trustees must comply with their trustee obligations under the Charities Act 2011 with regard to:
  - (a) The keeping of accounting records for the association;
  - (b) The preparation of annual statement of account for the Charity. The transmission of the statement of account to The Commission
  - (c) The preparation of an annual Report and its transmission to The Commission
  - (d) The preparation of an Annual Return and its transmission to The Commission.
- (2) The Charity must supply to The Trust such information about its membership as The Trust may require for the purposes of the Charity being a member of The Trust.

## **27 Registered particulars**

The trustees must notify The Commission promptly of any changes to the association's entry on the Central Register of Charities

## **28 Property**

The trustees must ensure the title to:

- (a) All land held by or in trust for the Charity that is not vested in the Official Custodian of Charities: **and**
  - (b) All investments held by or on behalf of the association, are vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the trustees of the Charity as holding trustees.
- (1) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the association.
  - (2) The trustees may remove the holding trustees at any time.

## **29 Repair and insurance**

The trustees must keep in repair and insure their full value against any fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## **30 Notices**

- (1) Any notices required by this constitution to be given to or by any person must be:
  - (a)** In writing; **or**
  - (b)** Given in electronic communications.
- (2) The Charity may give any notice to a member either:
  - (a)** Personally, **or**
  - (b)** By sending it by post in a prepaid envelope addressed to the member at his or her Address, **or**
  - (c)** By leaving it at the address of the member, **or**
  - (d)** By giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom, the Isle of Man or the Channel Islands shall not be entitled to receive any notice from the association.
- (4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.
- (5) Proof of notice
  - (a)** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given.
  - (b)** Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (c)** A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent to the most recently recorded email address of the recipient and that this was not automatically returned as undelivered

## **31 Rules**

- (1) The trustees may from time to time make rules or byelaws for the conduct of their business.
- (2) The byelaws may regulate the following matters but are not restricted to them:
  - (a)** the administration of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members
  - (b)** The conduct of members of the Charity in relation to one another, and to the association's employees and volunteers
  - (c)** The setting aside of the whole or any part or parts of the association's premises at any particular time or times or for any particular purpose or purposes
  - (d)** The procedure at general meeting and meetings or the trustees in so far as such procedure is not regulated by this constitution
  - (e)** The keeping and authenticating of records. (if regulations made under this clause permit records of the Charity to be kept in electronic form and requires the trustee to sign the

record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

**(f)** Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or byelaws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the association.
- (5) The rules or byelaws shall be binding on all members of the association. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

### **32 Disputes**

If a dispute arises between members of the Charity about the validity or propriety of anything done by members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **33 Interpretation**

In this constitution 'connected person' means:

- (1) A child, parent, grandchild, grandparent, brother or sister of a trustee,
- (2) The spouse or civil partner of the trustee or of any person falling within sub-clause(1) above;
- (3) A person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) An institution which is controlled –
  - (a)** By the trustee or any connected person falling within sub-clause (1), (2) or (3) above: **or**
  - (b)** By two or more persons falling within sub-clause (4) (a), when taken together;
- (5) A body or corporate in which:
  - (a)** The Charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; **or**
  - (b)** Two or more persons falling within sub-clause 5(a) who, when taken together, have a substantial interest.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

**By entering your name and checking the box you are signing this document**

**Name** .....

Signature Penny Brighten

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**Name** .....

Signature Isobel Todd

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**Name** .....

Signature Wendy Bartholomew-Esders

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**Name** .....

Signature Heather Mitchell

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**Name** .....

Signature John Arnott

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**Name** .....

Signature Jenny Evans

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**Name** .....

Signature Carol Glover

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**Name** .....

Signature Joan Brown

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