

**CONSTITUTION OF THE FLINTSHIRE UNIVERSITY OF THE
THIRD AGE (U3A) – A MEMBER OF THE THIRD AGE TRUST
AS AN UNINCORPORATED ASSOCIATION**

1. NAME

The name shall be The Flintshire U3A. (In this Constitution called “The U3A”).

2. OBJECTS AND POWERS

2.1 The object of the U3A is specifically restricted to the following:

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.

2.2 The Powers of the U3A shall be as follows:-

- a) 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 or privileges which the U3A may think necessary for the promotion of the Objects, subject to such consents as may be required by law.
- b) Publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter.
- c) Found and carry on schools and training courses and run lectures, seminars, conferences and courses.
- d) Encourage and assist in the formation and operation of area and regional groupings of other U3As.
- e) Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Object of the U3A or any of them and to hold funds in trust for the same.
- f) Do all such things as may be necessary for the attainment of the above Object.

3. MEMBERSHIP

3.1 All persons interested in supporting the Object of the U3A shall be admitted to membership at the approval of the Committee and upon payment of the annual subscription as determined by either the Committee or 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:-

- a) There is any money owed to the U3A in respect of membership or other fees after the time lapse approved by the Committee, currently two months.
- b) That member acts in a way, which 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 policy and to provide for the administration, management and control of the affairs and property of the U3A. **The following shall apply:**

- a) The Committee shall consist of at least five and not more than twelve members (excluding those who are co-opted) including the principal officers (Chairperson, Vice Chairperson, Secretary and Treasurer). The principal officers shall be elected at an Annual General Meeting.
- b) Not more than two ordinary members may be co-opted to the Committee: they shall have full voting rights and their term of office shall expire at the next following Annual General Meeting.
- c) 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.

4.2 The election of members of the Committee shall be held at the Annual General Meeting of the U3A.

- a) 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.
- b) The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- c) There shall be no less than four Committee meetings each year.
- d) Officers shall serve for a maximum period of three years and Committee members for a maximum period of six years. One principal officer post shall become vacant each year. Retiring principal officers may stand for re-election provided that no one may hold the office of Chairperson or Vice Chairperson for more than six consecutive years without an intervening period of at least one year, except that a retiring Vice Chairperson may stand immediately for the post of Chairperson.
- e) Committee members may resign office by giving not less than twenty one days notice in writing to the Secretary or Chairperson. The 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.

f) 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 Chairperson shall have a second or casting vote.

g) The quorum for any Committee meeting shall be three or one-third of the Committee, whichever is the greater.

4.3 Special meetings of the Committee may be called at any time by the Chairperson or by any two members of the Committee upon seven clear days notice being given to all Committee members of all the matters to be discussed.

4.4 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 proceedings and acts of such sub-committees. Sub-committees shall report back to the Committee as soon as possible on actions taken under delegated powers.

4.5 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.

4.6 The Secretary shall ensure that minutes are kept of all sub-committee, Committee and General Meetings.

5. ANNUAL AND SPECIAL GENERAL MEETINGS

5.1 No business shall be transacted at any general meeting unless a quorum is present.

5.2 A quorum is 10% of the members. A member counts towards the quorum if they are present in person or by proxy or by authorised representative and entitled to vote upon the business to be conducted at the meeting. Each member shall notify the charity of the name of the authorised representative appointed by him/her.

5.3. An Annual General Meeting shall be convened. The meeting shall be adjourned to such time and place as the directors shall determine 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.**

5.4 When an adjourned General Meeting is reconvened, should the meeting not be quorate within 15 minutes of the start time, the meeting will be invited to agree that those present shall constitute a quorum for the purpose of transacting the business of the AGM.

5.5 The business of the Annual General Meeting shall include:-

- a) Receiving and approving the Annual Report.
- b) Receiving and approving the examined accounts.
- c) Electing of Chairperson, Vice Chairperson, Secretary and Treasurer as required and members of the Committee.

- d) Appointing of an examiner of accounts.
- e) Consider proposals to alter the constitution subject to the requirements of Clause 9.
- f) Consider any other business which has been published in the agenda.

5.6 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 members 14 days notice of such a meeting. There shall be a quorum when 20% of members are present.

5.7 The Chairperson of the U3A shall be the Chairperson of any Committee or General Meeting at which he/she is present. In his/her absence the members shall elect a Chairperson for the meeting. The Chairperson of the meeting shall have the casting vote.

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

6. FINANCE

6.1 All the income and property of the U3A shall be applied solely to the Object of the 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 U3A (other than a Committee member) and repayment of reasonable out of pocket expenses to members of the Committee incurred in the course of the work of the U3A. 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.

6.2 The U3A shall have powers 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 the last day of December in each year and not more than eight weeks later than the Annual General Meeting shall be convened for the purpose of receiving the Annual Report and examined accounts.

6.4 The Committee may appoint employees either permanently or on 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 purposes of employment law, the Committee shall be the employer.

6.5 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.

6.6 The Treasurer shall keep accounts of all monies received and expended on behalf of the U3A and shall prepare and publish 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.

6.7 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 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 wrongful omission on the part of the Committee member who is sought to be made liable.

7. PROPERTY

Any property of the Flintshire 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 U3A and not involving an amendment to this Constitution, shall be dealt with by the Committee.

9. ALTERATIONS TO THE CONSTITUTION

The provisions of this Constitution other than clauses 2 and 10 and this clause, may be amended with the assents of not less than two-thirds of the members of the U3A present and voting at a General Meeting of the U3A. Twenty one clear days notice shall be given to the members stating the intention to put forward a resolution. **(No amendment shall be made which would cause U3A to cease to be a charity).**

10. DISSOLUTION

The U3A may at any time be dissolved by a resolution passed by three – quarters majority of those present and voting, at any meeting of the said U3A, of which at least twenty 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.

.....
Chris Winner (Chairperson)

June 7th 2018.

(Revised) SM/June 18