

AMBLESIDE AND DISTRICT UNIVERSITY OF THE THIRD AGE

Registered Charity no. 1050193

CONSTITUTION of the Ambleside and District University of the Third Age (U3A), a member of the Third Age Trust (as an unincorporated association) as formally adopted at the U3A's first Annual General Meeting on 26 September 1995 and revised at later Annual and Extraordinary General Meetings held up to and including 12 December 2022.

I. NAME. The name shall be **The Ambleside and District U3A.**

2. OBJECTS AND POWERS.

2.1 OBJECTS

The objects of the U3A are: -

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.

- (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 and 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 objects of the U3A or any of them and to hold funds in trust for the same.
- (f) Do all other such 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 a subscription as determined initially by the Committee and thereafter 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. Subscriptions shall be paid annually and shall cover the period from 1st October to 30th September. However, the subscription of persons joining after 30th June shall cover the period up to 30th September of the following year.

3.3. The Committee may terminate membership of any member if :-

(a) There is money owed to the U3A in respect of membership or other fees beyond **three** (3) months after the due date.

(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 members who meet the requirements of the Charities Act 1992 and 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.

4.2. The Committee shall consist of **eight** (8) members, including the Principal Officers (Chairman, Vice-Chairman, Secretary and Treasurer) and the Newsletter Editor, but excluding those who are co-opted.

(a) The Chairman, Secretary, Treasurer and Committee members shall be elected at the Annual General Meeting. Candidates who are willing to be put forward for such posts must be fully paid up members at the date of the AGM and agree to renew their subscription and thus continue in full membership for a minimum of 12 months from the 1st October following the AGM.

(b) Nominations for Chairman, Secretary, Treasurer and the Committee, duly agreed by the nominees, shall be proposed and seconded by paid-up members and delivered in writing to the Secretary by a date prior to the AGM specified by the Committee.

(c) The newly elected Committee will elect/appoint a Vice-Chairman from within its elected members.

(d) Members may be co-opted onto the Committee provided that the total number of Committee members does not exceed **twelve** (12). They shall have full voting rights and their term of service shall expire at the next following AGM.

(e) Other post-holders (ie. General Talks Organiser, Web Administrator and Beacon Manager) shall receive Committee Agendas and Minutes and shall be entitled to attend committee meetings when material relevant to their responsibilities is discussed.

4.3 BUSINESS. The business of the Committee shall be conducted as follows:-

(a) The newly elected Committee shall take office at the conclusion of the Annual General Meeting.

(b) There shall be no fewer than **four** (4) Committee meetings a year.

(c) Officers and Committee members shall serve for a period of **one** year and shall be re-elected annually, provided that no-one may remain a Committee member for more than **six** consecutive years without an intervening period of **one** year and that at least **one** Committee member agrees each year to stand down for a period of at least **one** year before standing for re-election. The **six** year limit will also apply to co-opted members; however, only complete years of Committee service (between AGMs) will be taken into account when assessing the total length of service.

(d) In the event that there is no Committee member who agrees to stand down to meet the above requirement the Committee will nominate one of its members to do so.

(e) Neither the Chairman nor Vice-Chairman may hold the same office for more than **three** (3) consecutive years without an intervening period of at least **one** year.

(f) 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 and to appoint from within the Committee, including both elected and co-opted members, any vacancies which may arise from a failure to elect officers at the AGM. Such an appointee shall complete the term of service of the member he or she is replacing or, where appointed to fill a vacancy not otherwise filled at the AGM, shall complete the term of office as though elected at the AGM, and in either event shall be eligible for re-election.

(g) 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.

(h) The quorum for any Committee shall be **three** (3) or one third of the Committee whichever is the greater.

4.4. 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 the Committee members of all the matters to be discussed.

4.5 The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the 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 Committee.

4.6 The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any committee or sub-committee.

4.7 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 **fourteen** (14) days notice shall be given in writing to all members. A quorum shall be **twenty** (20) per cent of the paid up members or **fifty** (50) paid-up members, whichever is the lesser. 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 a Chairman, Secretary, Treasurer and the members of the Committee.

(d) Appointing an Examiner for the accounts.

(e) Considering proposals to alter the Constitution subject to the requirements of Clause 9.

(f) Receiving reports from Interest Groups.

(g) Considering any other item which has been published in the Agenda.

5.2 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 paid up 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 **fourteen** (14) days' notice of such a meeting; there shall be a quorum when **twenty** (20) per cent of members are present or **fifty** (50) paid-up members, whichever is the lesser.

5.3 The Chairman of the U3A shall be the Chairman of any Committee or General Meeting at which he/she is present. In his/her absence the Vice-Chairman if present will chair the meeting. Otherwise the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.

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

5.5 The format of the AGM or SGM shall be selected by the committee and may be one of the following (but not exclusively):

- (a) in person,
- (b) by physical post,
- (c) using an on-line meeting facility or
- (d) a combination of the above.

The over-riding principle is that the chosen format should be best suited to the circumstances of the time and be considered to include the most possible members. The choice of format other than option (a) must be documented, with reasons, in the committee minutes.

6. FINANCE.

6.1 All the 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 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 U3A and withdrawals shall be made on the signature of **two** (2) Committee members, one of whom is a principal officer.

6.3 The U3A shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest or 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.

6.4

(a) The financial year of the U3A shall end on 30th June in each year and not more than **three** (3) calendar months later the Annual General Meeting shall be convened for the purpose of receiving the Annual Report and examined accounts.

(b) The annual subscription period in each year shall commence on 1st October.

The rate of subscription for each subscription year will be proposed by the Committee and agreed or amended at the Annual General Meeting immediately preceding the subscription year.

6.5. 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 the carrying out of 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.

6.6 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.

6.7 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.

6.8 No Committee member shall be chargeable or responsible for loss caused by any thing 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 other matter or thing other than wilful or individual fraud or wrongdoing or wrongful omission on the part of the Committee member who is sought to made liable.

6.9 The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:-

- (a) The keeping of accounting records for the charity.
- (b) The preparing of annual statements of account for the charity.
- (c) The auditing or independent examination of the statements of account of the charity.
- (d) The transmission of the statements of account of the charity to the Commissioners.

7. PROPERTY.

Any property of the Ambleside and District 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 Ambleside and District U3A and not involving an amendment to this Constitution shall 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 the U3A present and voting at a General Meeting of the U3A. **Fourteen** (14) clear days' notice shall be given to the members stating the intention to put forward such a Resolution.

No amendments 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 the Third Age Trust or such charitable institution or institutions having objects similar to the U3A as the Ambleside and District U3A shall decide at the dissolution meeting.

Updates to sections 2 (Object of the U3A) and 4 (membership of the committee) agreed at AGM 10 September 2018. See attached appendix from agenda for that meeting.

12 December 2022: Update to section 5 (addition of 5.5) to allow formats other than in-person for AGMs (following problems caused by COVID pandemic restrictions to gatherings).

AMBLESIDE AND DISTRICT U3A
Registered Charity No. 1050193

Motions for the Annual General Meeting, 2.15pm 10 Sept 2018

Item 6a): To change the clause in our constitution which sets out the objects of the Ambleside and District U3A

Recent decisions by the Charity Commission require that the Third Age Trust and all the individual U3As word their constitutions carefully to comply with Charity Law. There is no problem with our activities per se but the Third Age Trust recommends the following wording.

Section 2 of the current constitution states that our two objects are:

- *To advance the education of the public and in particular the education of middle aged and older people who are not in full-time gainful employment in Ambleside and its surrounding locality*
- *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.*

The recommended form of words 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.

Item 6b) To increase inclusivity on the Committee

The committee would like to make the position of Newsletter Editor a committee post and to ensure good communication with other post-holders.

Section 4 of our constitution deals with the committee:

*4.2. The committee shall consist of **eight** (8) members, including the Principal Officers (Chairman, Vice-Chairman, Secretary and Treasurer), but excluding those who are co-opted.*

(a) The Chairman, Secretary, Treasurer and Committee members shall be elected at the Annual General Meeting. Candidates who are willing to be put forward for such posts must be fully paid up members at the date of the AGM and agree to renew their subscription and thus continue in full membership for a minimum of 12 months from the 1st October following the AGM.

(b) Nominations for Chairman, Secretary and Treasurer and the Committee, duly agreed by the nominees, shall be proposed and seconded by paid-up members and delivered to the Secretary by a date prior to the AGM specified by the Committee.

(c) The newly elected Committee will appoint a Vice-Chairman from within its elected members.

*(d) Members may be co-opted onto the Committee provided that the total number of Committee members does not exceed **twelve** (12). They shall have full voting rights and their term of service shall expire at the next following AGM.*

The following change to 4.2 and new section 4.2(e) are proposed:

*4.2. The committee shall consist of **eight** (8) members, including the Principal Officers (Chairman, Vice-Chairman, Secretary and Treasurer), **and the Newsletter Editor** but excluding those who are co-opted.*

4.2 (e) Other post-holders (ie. General Talks Organiser, Web Administrator and Beacon Manager) shall receive Committee Agendas and Minutes and shall be entitled to attend Committee Meetings when material relevant to their responsibilities is discussed.

Ambleside and District u3a AGM, 12 December 2022

Item 10: Proposal for an addition to the Constitution

Over the last two years, we have held our AGM in postal form due to the restrictions of the Covid pandemic. Our Constitution makes no mention of the format of an AGM or SGM, it assumes that the meeting will be in person. Taking advice from the Third Age Trust, we carefully documented our actions and took care that the replacement postal AGMs were open to as many people as possible. We are pleased to be able to return to an in-person meeting this year but now is the time to future-proof our Constitution against another pandemic situation and I would like to propose an addition to the AGM part of the Constitution with a new section 5.5:

5.5 The format of the AGM or SGM shall be selected by the committee and may be one of the following (but not exclusively):

- (a) in person,**
- (b) by physical post,**
- (c) using an on-line meeting facility or**
- (d) a combination of the above.**

The over-riding principle is that the chosen format should be best suited to the circumstances of the time and be considered to include the most possible members. The choice of format other than option (a) must be documented, with reasons, in the committee minutes.

Sarah Traynier

Secretary