

Kettering u3a Constitution

Constitution of the Kettering University of the Third Age (u3a), a member of the Third Age Trust is an unincorporated association, formally revised and adopted at the Annual General Meeting on 17th August 2021

1. NAME

The name of the charity is **Kettering u3a** hereafter referred to as **The 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 objects of the u3a are:

- i. To advance the education of the public and in particular the education of older people no longer in full-time gainful employment in Kettering and its surrounding locality. (See note 1).
- ii. 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. (Optional see note 2)
- iii. 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.

4. POWERS

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

- i. 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. 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. 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. 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. 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. Power to support any charitable trusts, associations or institutions formed for all or any of the Objects.
- vii. Power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- viii. Power to organise and run conferences, lectures, seminars and courses.
- ix. Power to publish books, pamphlets, reports, leaflets, journals, web sites, social media sites, instructional matter and to produce films and videos.

Kettering u3a Constitution

- x. Power to participate in and assist in the development of area and regional groupings of the u3a's.
- xi. 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, and any corporate body or unincorporated association which is interested in furthering the work of The u3a and has paid any annual subscription, provided they agree to abide by the Constitution and any conditions properly imposed by the Executive Committee.
- ii. Every individual member shall have one vote.
- iii. Each member of the organisation shall be entitled to receive notice and attend General meetings, including via electronic means, of The u3a having appointed an individual to represent it and informed the Secretary of the details but shall have no voting rights.
- iv. The Executive Committee may and for good reason terminate the membership of any individual or member organisation if annual membership or other fees are unpaid for 3 months (see note 3) after the due date or if the member acts in a way which is prejudicial to The u3a or to the running of The u3a or brings it into disrepute providing that the individual concerned or the appointed representative of the member organisation concerned shall have the right to be heard by the Executive Committee accompanied by a friend who may also speak, or make written representation before the final decision is made.
- v. The insurance will cover any u3a member attending any local u3a. It is important to ensure that those from other u3a's are paid up members, and to agree reciprocal arrangements – where possible - between u3a's.

6. EXECUTIVE COMMITTEE

The management of The u3a shall be vested in an Executive Committee, consisting of the members 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.

- i. **Honorary Officers**
At the Annual General Meeting of The u3a the members shall elect from amongst themselves a Chairman, a Vice-Chairman or Vice-Chairmen, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting and a President if the creation of such a post has been agreed at a General Meeting.
The honorary officers (Chairman, Vice Chairman/men, Secretary, Treasurer) will be appointed by the elected committee at their first meeting. (See note 4)
- ii. **Executive Committee**
The Executive Committee shall consist of not less than 5 and not more than 10 members (see note 5) being:
 - a) The honorary officers specified in the preceding clause
 - b) Not less than 1 and not more than 4 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

Kettering u3a Constitution

- iii. The Executive Committee may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.
- iv. Persons who need not be members may be invited by the Executive Committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting.
- v. Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership and such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting. 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.
- vi. 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 three 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 all decisions of the Executive Committee.
 - e. notifies in writing to the Executive Committee a wish to resign (but only if at least four 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 any notification).

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- i. The election of members of the Executive Committee shall be held at the Annual General Meeting of The u3a.
- ii. The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
- iii. (See note 6). Change this rule for officers and committee members to serve for a period of 1 year and to be voted for each year, thus removing the 3 year restriction.
- iv. If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, 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 one of the vacancies. 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.
- v. In the event of no nominations being received for one or more of the Honorary Officer posts or no member of the newly elected committee being willing to take on one or more of the Officer positions a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next Annual General Meeting.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- i. The Executive Committee shall hold at least 4 ordinary meetings each year. Meetings can be in person or via electronic means.
- ii. A special meeting may be called at any time by the Chairman 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 it concerns the appointment of a co-opted member in which case not less than 21 days must be given.
- iii. The Chairman shall chair the meetings and in his or her absence the Vice-Chairman shall take over or if he or she is also absent the Executive Committee shall choose one of their number to be Chairman 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 Chairman of the meeting shall have a second casting vote.
- vii. The Executive Committee shall keep minutes of the proceedings at the 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 the 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.

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 Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 Executive Committee members. Electronic bank transfers must be authorised electronically by at least 2 nominated Executive Committee members via a secure WhatsApp account and recorded in the Cash Book along with all other payments.
- ii. The funds belonging to The u3a shall be applied only in furthering the objects.

Kettering u3a Constitution

- iii. No funds shall be transferred in any way to Committee members, providing that nothing herein shall prevent the payment in good faith of reasonable and proper out-of-pocket expenses incurred in the course of The u3a work.
- iv. All proper costs, charges and expenses incidental to the management of The u3a and membership of the Third Age Trust must 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.
- ii. Ownership of property is vested in The u3a and items may with the agreement of the Executive Committee be transferred on a temporary basis to a nominated member's home in pursuance of his or her designated role until such time as the member's tenure of office ceases or the Executive Committee requests 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:

The keeping of accounting records for The u3a;

The preparation of annual statements of account for The u3a;

The independent examination of the statements of account for The u3a;

And the transmission of statements of account of The u3a to the Charities Commission (see note 7).

12. ANNUAL REPORT

The Executive Committee shall comply with their obligations under 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 12 months after the previous AGM or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting. An exception to this may occur in exceptional circumstance, for example a global pandemic when members are prohibited by Government from 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 members of The u3a. All the members of The u3a shall be entitled to attend and vote at that meeting.
- iii. The Annual General Meeting can be conducted in person or by electronic means or a combination of both.
- iv. Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- v. The Executive Committee shall present to each Annual General Meeting the report and accounts of The u3a for the preceding year for approval.
- vi. The Executive Committee shall seek approval for the appointment of the examiner for the accounts.

Kettering u3a Constitution

- vii. Nominations for elections to the Executive Committee must be made by members in writing or via electronic means, and must be in the hands of the Secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

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 fifth of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting (see note 8). At least 21 days' notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 12% of the members are present (see note 9).

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 12% of the number of members of The u3a present (including those via electronic means) at any General Meeting (see note 10).
- 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 it shall be adjourned to a suitable day and time as the Executive Committee may direct providing 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 Chairman of The u3a shall be the Chairman of the General Meeting at which he/she is present unless the Executive Committee makes the decision to ask the President to preside.
- v. If there is a tied vote the Chairman or President should have a single casting vote.

16. 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 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 alterations 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 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.
- iv. The Executive Committee shall promptly send to the Charity Commission a copy of any amendments made under this clause.

17. 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 no 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/*three quarters* majority of those present and voting the Executive Committee shall have power to realise any assets

Kettering u3a Constitution

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.

18. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING

Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document (see note 11).

This Constitution was adopted on the dates mentioned above by the persons whose signatures appear at the bottom of this document.

Signed :

CAROLE A. BRADBURY	Carole A. Bradbury
JOAN ROLFE	Joan Rolfe
GORDON WALLAM	Gordon Wallam
ROSEMARY COOKE	ROSEMARY COOKE
JENNIFER MARGARET DICKINS	J. M. Dickins
GEOFFREY WHITE	G. T. White
NORMA WALLAM	Norma Wallam
MARGARET JUFFIN	M. Juffin
H. Williams	HELEN WILLIAMS

Issued May 2002

As recommended by the Third Age Trust, Paragraph 3 (iii) was added to this Constitution at an Extraordinary General Meeting on 20th March 2018.

Revisions to this constitution was voted for and passed by not less than two thirds of members present, including via electronic means, at an Annual General Meeting on 17th August 2021.

Signature of Chairman Diane Tebbutt

D. Tebbutt.

Kettering u3a Constitution

NOTES ON THE MODEL CONSTITUTION

Adoption of a constitution based on this model by all u3a's in Wales and England is recommended. It has been agreed in advance by the Charity Commission, so that when you apply for registered charity status and attach a copy of your form you can quote reference MF/281932-RCS (Ldn) and state that your Constitution follows the agreed model and you would also quote the reference number when you send them a copy of an updated Constitution.

Please note italics are used when there are choices/options.

Note 1 - Para 3 (i)

It is strongly recommended that this is followed exactly, adding only the relevant geographical area.

Note 2 – Para 3 (ii)

Para 3(ii) discretionary **BUT** if it is omitted it cannot be added at a later date as this is not allowed under clause 16, without prior coming consent of the charity commissioners

Note 3 – Para 5 (iv)

Define the time lapse precisely e.g. 3 months.

Notes 4 – Para 6 (i)

Select an option. I would suggest that it is preferable to have your honorary officers elected by your “membership” but if in the future you find you are getting insufficient “officer” nominations it is worth considering the second option. The second option would not be appropriate for the election of a President.

Note 5 – Para 6 (ii)

Insert your intended maximum number of members of the Executive Committee.

Note 6 – Para 7 (iii)

It is strongly recommended that time limits are set on the tenure of both Officers and Committee members to encourage all to participate and to avoid potentially awkward and embarrassing situations which may arise in the future when long serving individuals may not want to make way for new people. Also it is important to ensure that there is some sequential retirement of members. You cannot afford the whole committee to reach the end of their service at the same time. Also you may wish to consider the annual election of the officers.

Note 7 – Para 11 (iv)

This is required when either your income or expenditure exceeds £10,000

Note 8 – Para 14

Define precisely e.g. one fifth.

Notes 9 – Para 14 AND 10 Para 15 (ii)

It is suggested you opt for 20% but if you feel this is inappropriate for your u3a you can adjust this down but it would not be wise to go below 10%.

Note 11 – Para 18

These will be the names of the people on your Steering Committee.

Please note that **all** members of your Executive Committee a Charity Trustees.

17th August 2021