Constitution of Ashby u3a

A member of the third age trust as an unincorporated association, formally adopted on 11th May 2010. (See below for dates of amendments)

1. Name

The name of the charity is **Ashby u3a** hereafter referred to as '**the u3a'**.

2. Administration

Subject to the matters set out below, the u3a and its property shall be administered and managed in accordance with this constitution by the members of the elected Executive Committee, herein referred to as the Committee, constituted by clause 6 of this constitution.

3. Objects

The Objects of the u3a are:

'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 Committee may exercise the following powers to:

i. Raise funds and to invite and receive contributions provided that in raising funds The Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
ii. 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. Buy, take on lease or exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
iv. Sell, lease or dispose of all or any part of the property of the u3a, subject to any consents required by law.
v. 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. Support any charitable trusts, associations or institutions formed for all or any of the Objects.
vii. Appoint and constitute such advisory committees as the Committee may think fit.

viii. Organise and run conferences, lectures, seminars and courses.
ix. Publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos.
x. Participate in and assist in the development of area and regional groupings of u3as.
xi. 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 retired or not in full time employment and who are interested in furthering the work of 'The u3a', provided that they agree to abide by this constitution and any conditions properly imposed by the Committee and to pay the annual subscription as determined by the Committee and confirmed by the membership at an Annual General Meeting.
ii. Every member shall have one vote at the AGM or any EGM of Ashby u3a and for this purpose member is defined as any fully paid up member, associate member or joint member.
iii. The Committee may and for good reason terminate the membership of any individual if annual membership or other fees are unpaid 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, provided that the current Complaints Procedure has been followed.

6. The Committee

The management of the u3a shall be vested in a Committee, consisting of 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/men, 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.

ii. **The Committee**
The Committee shall consist of not less than 5 and not more than 16 members being:
   a. the honorary officers specified in the preceding sub-clause
   b. not less than 1 and not more than 12 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

iii. The 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 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 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.

vi. The proceedings of the 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.

vii. A member of the Committee shall cease to hold office if he or she:

a. is disqualified from acting as a member of the 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 reason of mental disorder, illness or injury of managing and administering his or her own affairs.
c. is absent without the permission of the Committee from 3 consecutive meetings and the Committee resolve that his or her office be vacated.
d. is subject to a vote of no confidence from the 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 or decisions of the Committee.
e. notifies in writing to the Committee a wish to resign (but only if at least four members of the 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 the notification).

7. Election of Members of The Committee

i. The election of members of the Committee shall be held at the Annual General Meeting of the u3a.

ii. The newly elected Committee shall take office at the conclusion of the Annual General Meeting.

iii. Officers shall serve for a period of 2 years (Steering Committee excepted) and Committee members will also serve for a period of 2 years (Steering Committee excepted). Retiring Officers may stand for re-election provided that no-one may hold the office of Chairman or Vice-Chairman for more than 2 consecutive years without an intervening period of at least one year except that a retiring Vice Chairman may stand immediately for the post of Chairman to ensure continuity.

iv. If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, the Committee may as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present is 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 Committee to ask the retiring officer to stay until the next AGM.

8. Meetings and Proceedings of The Committee

i. The Committee shall hold at least 4 ordinary meetings each year.

ii. A special meeting may be called at any time by the Chairman or by any two members of the Committee upon not less than seven days' notice being given to other members of the Committee of the matters to be discussed unless it concerns the appointment

of a co-opted member in which case not less than twenty one days' notice 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 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 Committee and shall not have voting rights.

v. There shall be a quorum when at least one third of the number of members of the Committee for the time being or three members of the 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 Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.

vii. The Committee shall keep minutes of the proceedings of its meetings which should incorporate reports of any sub-committees and these minutes shall be available for inspection should a member request it.

viii. The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this constitution.

ix. The Committee may appoint sub-committees consisting of at least one of its members for the purpose of 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.

x. No 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 Committee member or by reason of any mistake or omission made in good faith by any 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 Committee member in question.

9. Finance

i. The financial year of the u3a shall end on such date as the Committee shall decide, provided always that the financial year must be in accordance with applicable charity law requirements and that the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.

ii. The funds of the u3a shall be paid into such accounts as the Committee may open in the name of the u3a. All transactions on such accounts shall be carried out in accordance with the terms of that account as agreed with the account provider and approved and accepted by the Committee from time to time. Only members of the Committee, authorised by the Committee to do so, may arrange and authorise any transaction on any of the u3a's accounts.

iii. The Committee shall determine the financial controls and procedures to be followed by the u3a, including but not limited to, controls and procedures in relation to such accounts and transactions on them, and those shall be observed at all times.

iv. The funds belonging to the u3a shall be applied only in furthering the objects.

v. No funds shall be transferred in any way to Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of pocket expenses incurred by a member of the Committee in the discharge of duties for the u3a.
vi. 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.

10. Property

All property of the u3a shall be applied solely towards the objects of the u3a. Ownership of property is vested in the u3a and items may with the agreement of the Committee be transferred on a temporary basis to a nominated member's home in pursuance of the his/her designated role until such time as the member's tenure of office ceases or the Committee request its return.

11. Accounts

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

i. the keeping of accounting records for the u3a;
ii. the preparation of annual statements of account for the u3a;
iii. the independent examination of the statements of account of the u3a; and
iv. the transmission of the statements of account of the u3a to the Charity Commission

12. Annual Report

The 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 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 in the month of **August** in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.
ii. Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the u3a. All the members of the u3a shall be entitled to attend and vote at the meeting.
iii. If there are compelling circumstances, the Committee may conduct the AGM other than by holding an open meeting at which members can physically attend. All members will be notified, so far as is reasonably possible, of such meetings and all members will have the right to vote on resolutions to such meetings.
iv. Accidental omission to give notice to any member shall not invalidate the proceedings of the General Meeting.
v. The Committee shall present to each Annual General Meeting the report and accounts of the u3a for the preceding year for approval.

vi. The Committee shall seek approval for the appointment of the examiner for the accounts.

vii. Nominations for election to the Committee must be made by members in writing and must be in the hands of the Secretary of the 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 Committee may call a Special General Meeting of the u3a at any time and if at least 20 (twenty)% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice shall be given. The notice must state the business to be discussed. There shall be a quorum when 15 (fifteen)% of the members are present. Accidental omission to give notice to any member shall not invalidate the proceedings.

15. Procedure at General Meetings

i. The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the u3a.
ii. There shall be a quorum when at least 15% of the number of paid up members of the u3a, are present at any General Meeting.
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 another day and time as the Committee may direct provided 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 Committee decides to ask the President to preside. In the absence of the proposed Chairman, the Committee shall have the power to elect a chairman for the meeting.
v. If there is a tied vote the Chairman of the meeting 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 the 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 alteration 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 the 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.

The Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

17. Dissolution

If the Committee decides that it is necessary or advisable to dissolve the u3a it shall call a Special General Meeting of all members of the u3a, of which not 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 majority of those present and voting, the Committee shall have power to realise any assets 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 the First General Meeting

Until the General Meeting takes place this constitution shall take effect as if references in it to the Committee were references to the Founding Steering Committee

This constitution was adopted on Tuesday 11th May 2010.

19. Adoption Of Constitution

This constitution was adopted by the membership at an AGM on Tuesday 11th May 2010

20. Amendments to the Constitution

Clause 3 (the Objects clause) was amended as recommended by the u3a National Office was adopted by the membership at an EGM on Tuesday 27th February 2018.

Clause 15 ii was amended to reduce the number of members required to be quorate and was adopted by the membership at a General Meeting on Tuesday 27th November 2018.

Clause 13 iii was added. This amendment was voted for and adopted by the membership via postal/email ballot and confirmed on Monday 14th December 2020 at a Special General Meeting.

Clause 9 ii was amended and was adopted by the membership at a General Meeting on Tuesday 22nd February 2022.

Clause 13 i was amended and was adopted by the membership at the Annual General Meeting on Tuesday 26th August 2025 and I certify that this is a true copy.

Clause 5 ii was amended to clarify the voting rights of all members and was adopted by the membership at the Annual General Meeting on Tuesday 25th August 2026 and I certify that this is a true copy.

Signed:

Dated: