

CONSTITUTION OF THE BRISTOL UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD AGE TRUST, AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED ON 8th May 2002 and amended at AGM of 2nd June 2005 and SGM of 17th November 2015 and the SGM of 17th April 2018 and the AGM 15th June 2021

1.**NAME:** The name of the charity is BRISTOL 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 advancement of education and in particular, the education of older people and those who are retired from full time work, by all means including all associated activities conducive to learning and personal development in in Bristol and its surrounding locality.

4.POWERS

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

- (i) 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) 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) 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) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the charity.
- (v) 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) to support any charitable trusts, associations or institutions formed for all or any of the Objects.
- (vii) to appoint and constitute such recognized committees from within the membership as the Executive Committee may think fit.
- (viii) to organise and run conferences, lectures, seminars, courses.
- (ix) to publish, books, pamphlets, reports, leaflets, journals, instructional matter and to produce films and videos.
- (x) to participate in and assist in the development of area and regional groupings of U3As.
- (xi) 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 an 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 that 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 organisation shall be entitled to receive notice and attend General meetings of The U3A having appointed an individual to represent it and informed the secretary of the details, but shall have no voting rights.
- (iv) Annual membership of Bristol U3A shall run from 1st September to 31st August in any given year. The Executive Committee may and for good reason terminate the membership of an individual or member organisation if annual membership or other fees remain unpaid after a period of grace which shall be determined by the Executive Committee and duly communicated to the members, or if the members 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 individual concerned or the appointed representative of the members 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 a final decision is made.

6. EXECUTIVE COMMITTEE

The management of The U3A shall be vested in an Executive Committee, which shall be the governing body of The U3A, and its Board of Trustees for the purposes of Charity Law. The Executive Committee shall be responsible for the strategy and policies of The U3A, may exercise all the powers of The U3A, and shall deal with the administration, management and control of the affairs and property of The U3A. All Trustees must signify their assent to the Third Age Trust's Code of Conduct for Trustees, and to make an annual declaration of any conflict of interest

- (i) **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.*
- (ii) The Executive Committee shall consist of not less than 5 and not more than 10 members being:
 - (a) the officers specified in the preceding clause, and
 - (b) not less than 1 and not more than 6 members elected at the Annual General Meeting
- (iii) All Trustees other than the Treasurer have a one year term of office, and may serve not more than three successive terms in a particular role The Treasurer has a three year term of office, and may serve no more than one term as Treasurer No individual may serve as a Trustee for more than six consecutive years.
- (iv) The Executive Committee may in addition to those listed in 6(ii) above appoint not more than 2 co-opted members who shall have full voting rights as Trustees and have tenure only until the next Annual General Meeting, when he/she will be eligible to stand for election for a full first term. An individual cannot be co-opted more than three times in succession.
- (v) U3A members may be invited to attend the Executive Committee from time to time because of their special expertise or in order to carry out specific tasks on behalf of the Trustees. They shall have no voting rights, or Trustee responsibilities. Their

appointment will be reported to and ratified at each AGM. Such members should not be expected to serve for more than six years.

- (vi) The Executive Committee may, by invitation, fill any casual vacancy arising amongst the Trustees, until the following Annual General Meeting. Any such appointee must be a member of The U3A, and shall have full voting rights and Trustee responsibilities until the following AGM, when he/she will be eligible to stand for election for a full first term.
- (vii) 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.
- (viii) 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 Charity Law.
 - b. Becomes incapable by means of mental disorder, illness or injury of managing and administering his or her own affairs,
 - c. Is absent without permission of the executive committee from 3 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 or decisions of the Executive committee,
 - e. Notifies in writing to the executive committee a wish to resign (but only if at least five 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 the notification).

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

Prior written nomination of any candidate for appointment as a member of the Executive Committee at an Annual General Meeting of The U3A shall normally be required, and should be made by a proposer and seconder from amongst the ordinary membership of The U3A (not current members or Officers of the Executive Committee). This needs to be in the hands of the Secretary of The U3A at least 28 days before the meeting. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot at the AGM, in accordance with the Standing Orders agreed by the Executive Committee.

If there are insufficient candidates standing for the vacancies the Committee may at its discretion accept later nominations. If, by the time of the AGM insufficient nominations are received to fill the vacancies for 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 a simple majority for the request to be made.

In the event of no nominations being received for one or more of the Honorary Officer posts a member of the newly elected committee may be appointed as an Officer by a majority decision of the Executive Committee

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- I. The Executive 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 Executive Committee upon not less than seven days' notice being given to other members of the Executive 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 must be given.

- III. The Chairman shall chair the meetings and in his or her absence the vice-chairman shall take over. 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 or casting vote.
- VII. The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee 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 their 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 willful 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 financial year of The U3A shall end on such date as the Executive Committee shall decide, provide always that the financial year must be in accordance with applicable charity law requirements and the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.
- II. The Treasurer shall make a report on the organisation's finances to every meeting of the Executive Committee,
- III. The funds of The U3A shall be paid into such accounts as the Executive 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 Executive Committee from time to time.
- IV. Only members of the Executive Committee, authorised by the Executive Committee to do so, may arrange and authorise any transaction on any of The U3A's accounts and dual authorisation shall normally be required for all transactions.
- V. The funds belonging to The U3A shall be applied only in furthering the Objects.

- VI. No funds shall be transferred in any way to members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of pocket expenses incurred in the course of U3A work.
- VII. 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. ACCOUNTS

The Executive Committee shall comply with their obligations under Charity Law 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 when required by its regulations.

11. 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 Executive Committee request its return.

12 ANNUAL REPORT

The Executive Committee shall comply with their obligations under Charity Law 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 June 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 Executive 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) Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- (iv) The Executive Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.
- (v) The Executive Committee shall seek approval for the appointment of the examiner for the accounts of the subsequent financial year.

14 SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of the charity at any time and if at least 20% 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.

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 5% of the number of 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 until an agreed date within a month, as the Executive Committee may direct. Members to have a minimum of 7 clear days' notice of the new date. 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.
- (v) If there is a tied vote the Chairman should have an additional, 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 affect of making the Charity cease to be a charity at law.
The Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

17. DISSOLUTION

The Group may at any time be dissolved by a resolution passed by a three quarters majority of those present and voting at a meeting of the Group of which at least twenty one clear days' notice stating the intention to put forward such a resolution shall have been sent to all members of the Group. If any assets remain after the satisfaction of all debts and liabilities, such property held by or in the name of the Group shall be transferred to such charitable institution or institutions having objects similar to the Group as the Group shall decide.

June 2021