

Constitution of Stafford u3a by the AGM

Approved AGM 10th March 2025

1. NAME

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

2. PROPERTY AND ASSETS

The u3a and its property and other assets shall be administered and managed in accordance with the constitution by the Committee.

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 charitable purposes but not otherwise, the Committee may exercise the following powers to:

4.1 Raise funds and invite and receive contributions for the u3a by any lawful means, provided that in doing so any applicable requirements of the law shall be met.

4..2 Receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support the u3a and its charitable purposes and to hold and apply any funds so acquired for the charitable purposes (subject to any restricted funds being applied to the relevant restricted purposes)

4.3 Buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal).

4.4. Sell lease or otherwise dispose of all or any of the property of the u3a, subject to any consents required by law.

4.5. Co-operate with other charities, voluntary bodies and statutory authorities

4.6. Support any charitable organisations with regard to the pursuit of the u3a's objects

4.7. Appoint and constitute such advisory committees as the Committee may think fit

4.8. Organise, promote and participate in conferences, lectures, seminars courses and educational events

4.9 Publish, supply and make available books, pamphlets, reports, leaflets, journals, instructional matter, educational materials and aids of all kinds, whether in printed, electronic or any other forms

4.10 Associate and collaborate with other u3as and groupings of u3as (such as regional associations and networks) and the Third Age Trust in any way

4.11 Do all such other lawful things as are appropriate to the pursuit of the Objects and the delivery of benefits to the public in accordance with the Objects.

5. MEMBERSHIP

5.1 Membership shall be open to older people and those no longer in full time employment interested in participating in and furthering the work of the u3a, provided that they agree to abide by this Constitution and any membership conditions properly imposed by the Committee and to pay the annual subscription determined by the Committee and approved by the membership at an Annual or Special General Meeting. No individual may be admitted to the membership if the Committee considers they do not meet these conditions.

5.2 Every individual member shall have one vote.

5.3 Members are bound by and shall observe any membership conditions and any disciplinary code of the u3a.

5.4 The Committee may terminate the membership of any individual:

5.4.1 If membership fees or other fees are unpaid 2 months after the due date

5.4.2 By way of expulsion at the end of a disciplinary procedure for breach of any membership condition or any disciplinary code of the u3a. Provided that in the case of proposed expulsion at the end of a disciplinary procedure the individual concerned shall have the right to be heard by the Committee, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made.

6. HONORARY PRESIDENT

6.1 The members of the u3a may (but do not have to) elect an Honorary President at the Annual General Meeting. If they do so the person appointed will serve until the next Annual General Meeting. A retiring Honorary President may be re-appointed for a further term. There is no limit to the number of terms that may be served.

6.2 The Honorary President shall not be deemed a Charity Trustee and shall not be a member of the Committee but may be invited to attend any meeting of the Committee at the discretion of the Committee and shall be entitled to attend the Annual General Meeting as a guest.

7. COMMITTEE AND OFFICERS

7.1 The management of the u3a shall be vested in the Committee which shall be the governing body of the u3a and its Trustee for the purposes of charity law. The 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.

7.1.2 There must be at least 5 and not more than 12 u3a members appointed to the Committee. No person may be proposed for appointment or to serve as an Officer or as a non-officer member of the Committee if they are currently serving as an Officer or a non-Officer member of the Committee of any other u3a.

7.2 OFFICERS

7.2.1 The Officers are the Chair, Vice-Chair, Treasurer and Secretary. The officers shall, by virtue of holding their office, be members of the Committee. An individual may only serve in one officer role at a time.

7.3. APPOINTMENT OF OFFICERS, NON-OFFICERS AND TERMS OF OFFICE

7.3.1 At the Annual General Meeting, when a term of Office expires, the Officer or non-officer members of the Committee due to do so shall retire.

7.3.2 The Treasurer has a fixed three year term of office and may be re-appointed to a further one term (to give a maximum of period of six years in the office of Treasurer). The individual may not stand for appointment to an alternative office at the end of that six year period. For the avoidance of doubt if a Treasurer serves for only one three year term, he/she could then stand for appointment to another Officer post.

7.3.3 Any other Officer has a fixed three year term of office but can seek election as a committee member or other officer post at the end of that period

7.3.4. A non-officer member of the Committee has a fixed three year term of office and may be re-appointed for one more term of three years, (maximum 6 years in office). They can stand for an officer post at the end of that period.

7.4 NOMINATION AND ELECTION OF CANDIDATES

7.4.1 Prior written nomination of a candidate for appointment as an Officer or non-Officer member of the Committee at an Annual General Meeting shall normally be required, made by a proposer and seconder from amongst the membership of the u3a (not being themselves Officers or non-Officer members of the Committee), to be in the hands of the Secretary at least 28 days before the meeting. For clarity, email communications will be considered equivalent to written communications.

7.4.2 Should nominations exceed vacancies, the decision about appointments shall be taken by paper ballot. Otherwise nominations of candidates and the conduct of voting shall be dealt with in accordance with the Standing Orders of the u3a, or if there are no Standing Orders, as determined by the Committee.

7.4.3 If there are insufficient candidates standing for the vacancies, the Chair of the meeting may, as a last resort, appeal for any willing member present to agree to stand. A ballot must be taken and carried by a simple majority for such an appeal for volunteers at the meeting to be permitted. Any willing candidate may then offer themselves and be proposed to the meeting in accordance with the Constitution.

7.4.4 In the event of a ballot being required, all members will be offered the option of a postal or email vote

7.5 CASUAL VACANCIES – OFFICERS AND COMMITTEE

7.5.1 The Committee may fill any vacancy arising amongst the Officers or non-officer Committee members until the following Annual General Meeting. Any such appointee must be a member of the u3a. It could be a retiring officer who is ineligible to stand for election again. A person so appointed, who shall have full voting rights, may stand for appointment to a full term of office at that meeting.

7.6 CO-OPTION TO THE COMMITTEE

7.6.1 The Committee may, in addition, appoint not more than two co-opted members to the Committee, who shall have full voting rights and hold office until the next Annual General Meeting. At that Meeting, a retiring co-opted member could be proposed to a first full term on the Committee in accordance with the relevant provisions of this constitution, provided always that an individual cannot be co-opted more than two times in succession.

7.7 APPOINTMENT OF MEMBERS WITH SPECIFIC EXPERTISE

7.7.1 The Committee may invite a member with specific expertise to join the Committee as a non- voting member. Membership of the Committee in this case must be ratified at the first Committee meeting following each AGM if that person's skills are still required.

8. DEFECTS IN APPOINTMENTS

8.1 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.

9. CESSATION OF OFFICE –COMMITTEE MEMBERS

9.1 A member of the Committee shall cease to hold office if they:

9.1.1 Are disqualified from acting as a member of the Committee by virtue of charity law;

9.1.2 Become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

9.1.3 Are absent without the permission of the Committee from three consecutive meetings and the Committee resolve that their office be vacated;

9.1.4 Are removed by resolution of the Committee for significant misconduct under the Trustee Code of Conduct, which may only be passed after the completion of the disciplinary procedure set out in that Code;

9.1.5 Notify in writing to the Committee a wish to resign (but only if at least five 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);

9.1.6 Cease to be a member of the u3a

7. Become an Officer or non-Officer member of the Committee of any other u3a.

10. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

10.1 The Committee shall hold at least 4 meetings each year.

10.1.1 Additional meetings may be called at any time by the Secretary on behalf of the Chair 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.

10.2 The Chair shall chair the meetings and in their absence the Vice-Chair shall take over or, if the Vice-Chair is not present, the Committee shall choose one of their number to be Chair of the meeting before any business is transacted.

10.3 There shall be a quorum when at least 50% + 1 of the number of members of the Committee or seven members of the Committee, whichever is the least, are present at the meeting.

10.4 Every decision 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 Chair of the meeting shall have a casting vote in addition to their own vote.

10.5 The Committee shall ensure that minutes are taken of all its meetings and those of any sub-committees and are available for inspection should a member request it.

10.6 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 (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.

10.7 The Committee may appoint sub-committees including at least one member of the Committee, 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 sub-committees shall be fully and promptly reported to the Committee. The Committee shall authorise the terms of reference of sub-committees and may alter them from time to time. Sub-committees may make proposals to the Committee, but may not make decisions and they shall not have any expenditure authority.

10.8 No Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by them 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.

11. FINANCE

11.1 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 the annual accounts and trustees' report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.

11.2 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 and dual authorisation shall normally be required for all transactions.

11.3 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 accounts and transactions on them, and those shall be observed at all times.

11.4 The funds belonging to the u3a shall be applied only in furthering the charitable purposes.

11.4.1 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 their duties for the u3a.

11.4.2 All proper costs, charges and expenses incidental to the management of the u3a and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of the u3a.

12. PROPERTY

12.1 All property of and held on behalf of the u3a shall be applied in accordance with charity law.

12.1.2 Title to any property shall be held on behalf of the u3a in such manner as the Committee thinks fit from time to time and in ways permitted by charity law.

13. ACCOUNTING AND REPORTING

13.1 The Committee shall comply with its obligations under charity law, and observe applicable time limits in the case of obligations to file items with the Charity Commission, with regard to:

13.1.2 The keeping of accounting records for the u3a

13.1.3 The preparation of annual statements of account and a trustees' report for the u3a

13.1.4 The audit or independent examination of the statements of account of the u3a (if required by law)

13.1.5 The making of a charity annual return to the Charity Commission

13.1.6 The transmission of the statement of accounts and trustees' report of the u3a to the Charity Commission.

14. ANNUAL GENERAL MEETING

14.1 There shall be an Annual General Meeting of the u3a which will be held in the month of March each year or as soon as practicable thereafter but not later than 15 months after the preceding annual general meeting'

14.2 Every Annual General Meeting shall be called by the Committee. This formal notice shall give at least 21 days' notice of the Annual General Meeting to all the members of the u3a. The notice shall specify that the meeting is the Annual General Meeting and shall set out the business of the meeting, including resolutions to be proposed, and shall provide information about proposals for the election of Officers and non-Officer members of the Committee to be made at that meeting. All members of the u3a shall be entitled to attend and vote at the meeting.

14.3 The Committee shall present to each Annual General Meeting the trustees' report and annual accounts of the u3a for the preceding year.

14.4 The Committee shall seek approval for the appointment of any independent examiner *or auditor* for the accounts from the membership at the Annual General Meeting, if permitted or required to do so by charity law.

14.5 Any proposals to amend the constitution subject to clause 17 shall be considered at the Annual General Meeting as shall any other business as set out in the notice.

15. SPECIAL GENERAL MEETING

15.1 The Committee may call a Special General Meeting of the u3a at any time and if at least 25 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.

16. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

16.1 Notices of meetings, documents and other communications from the u3a to a member may be sent by electronic communication provided The u3a wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The u3a.

16.1.1 It is the responsibility of that member to notify the u3a of any change to that address and to comply with any security and other procedures determined by the Executive Committee for such communications. A member may opt to return to hard copy communications at any time.

16.2 Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.

16.3 The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the u3a.

16.4 There shall be a quorum when at least 10% or 60, whichever is the least, of the number of members of the u3a, are present at any General Meeting

16.4.1 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.

16.5 The Chair of the u3a shall be the Chair of any General Meeting at which they are present. In the absence of the entitled Chair, the Committee members present shall have the power to elect a Chair for the meeting.

1. If there is a tied vote, the Chair of the meeting has a single casting vote.

17. ALTERATIONS TO THE CONSTITUTION

17.1 Subject to the following provisions of this clause, the Constitution may be altered in any way 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 details of the alterations proposed.

17.2 No amendment may be made to the constitution which would prevent it being permitted to use the title u3a

17.3 No amendment may be made to clause 3 (the charitable purposes) without the prior consent in writing of the Charity Commission.

17.4 No amendment may be made which would have the effect of making the u3a cease to be a charity at law.

17.5 The Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission.

18. DISSOLUTION

18.1 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.

18.2 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 u3a. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:

18.2.1 Any one or more local u3as, which are charities and have charitable purposes similar to those of the u3a, as determined by the members of the u3a; or

18.2.2 To the Third Age Trust (registered charity in England and Wales no. 288007).

18.3 A copy of the statement of accounts and relevant reports, for the final accounting period of the u3a, must be sent to the Charity Commission if the u3a is registered.

19. ONLINE AND HYBRID TRUSTEE AND GENERAL MEETINGS

19.1 A general meeting (whether an annual general meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held using electronic means pursuant to this clause 19, such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting.

19.2 Where the committee determines that a general meeting is to be held by electronic means only such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means only.

For the purposes of this clause "exceptional circumstances" means circumstances which in the reasonable opinion of the committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.

19.3 Where a general meeting is to be held in person, the trustees may if they deem it appropriate set out a procedure in the notice of meeting which allows members to attend electronically if they so wish, and in such circumstances both members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.

19.4 If the meeting is to be held solely by electronic means pursuant to clause 19.2, the place of the meeting shall be deemed to be the charity's registered office address. Proceedings at a general meeting held by electronic means pursuant to clause 19.2, or a

physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 19.3, will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under clause 16.4 is able to join the meeting successfully.

19.5 Voting

19.5.1 Electronic balloting

Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the Committee may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.

19.5.2 Proxies

(a) by proxy

A member may appoint a proxy to attend a general meeting and vote on his or her behalf.

Proxies may only be validly appointed by notice in writing (a Proxy Notice) which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by the member appointing the proxy, or is authenticated in such manner as the Committee may determine; and
- (d) is delivered to the charity

(2) The Committee may from time to time determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting.

19.6 Online Committee meetings

A meeting of a committee may be held in person or by suitable electronic means agreed by the Committee in which each participant may communicate with all the other participants.