



DERBY u3a CONSTITUTION

CONSTITUTION OF DERBY u3a, AN UNINCORPORATED MEMBERS ASSOCIATION, AND A MEMBER OF THE THIRD AGE TRUST

THIS IS A CHARITY IN ENGLAND AND WALES

Registered Charity Number 1165445

This constitution was adopted by the membership at the AGM held on 26th March 2015

Amended with approval from the membership on: 29th March 2018, 25th March 2021, 31st October 2024

1. NAME

The name of the charity is Derby u3a hereinafter referred to as 'The u3a'. It is a member of the Third Age Trust (herein after referred to as 'The Trust') (Registered Charity Number 288007).

2. PROPERTY AND ASSETS

Subject to the matters set out below, The u3a and its property and other assets shall be administered and managed in accordance with this constitution, by the members of the Executive Committee, who are also Trustees of The u3a.

3. CHARITABLE PURPOSE

The charitable purpose of The u3a is:

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.

If The u3a is registered as a charity in England and Wales the charitable purpose of The u3a may only be altered with the prior consent of the Charity Commission.

4. POWERS OF THE EXECUTIVE COMMITTEE

- i. In furtherance of the charitable purpose but not otherwise, the Executive Committee may exercise the following powers to:
 - (a) raise funds and to 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 without undertaking any taxable permanent trading activity;
 - (b) receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The u3a and its charitable purpose and to hold and apply any funds so acquired for the charitable purpose (subject to any restricted funds being applied to the relevant restricted purpose);
 - (c) buy, take on lease or in exchange, hire or otherwise acquire, hold and make use of any property (real or personal) and to maintain and equip it for use;

- (d) sell, lease or otherwise dispose of all or any part of the property of The u3a, subject to any consents required by law;
- (e) borrow money and to charge the whole or any part of the property belonging to The u3a as security for repayment of the money borrowed. The u3a must comply as appropriate with the law, if they intend to mortgage land.
- (f) co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them; provided that in doing so any applicable requirements of the laws shall be met.
- (g) support any charitable organisations with regard to the pursuit of The u3a's charitable purpose;
- (h) appoint and constitute such advisory committees as the Executive Committee may think fit;
- (i) organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- (j) 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;
- (k) associate and collaborate with other u3as and groupings of u3as (such as regional associations and networks) and The Third Age Trust in any way;
- (l) acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the charitable purpose ; or with any other u3a;
- (m) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (n) obtain and pay for such goods and services as are necessary for carrying out the work of The u3a;
- (o) open and operate such bank and other accounts as the Executive Committee consider necessary;
- (p) do all such other lawful things as are appropriate to the pursuit of the charitable purpose and the delivery of benefit to the public in accordance with the charitable purpose.
- ii. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.
- iii. Any properly constituted meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

5. MEMBERSHIP

- i. Membership of The u3a shall be open to individuals as described in Clause 3 and who are interested in participating in and furthering the work of The u3a, provided that they agree to abide by any membership conditions properly imposed by the Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual or Special General Meeting.
- ii. Membership is not transferable to anyone else.
- iii. The Executive Committee must keep a register of names and addresses of the members.
- iv. Every individual member shall have one vote.

- v. Members are bound by and shall observe any membership conditions and any disciplinary code of The u3a.
- vi. The Executive Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of The u3a to refuse the application. The Executive Committee must inform the applicant in writing of the reasons for refusal within 21 days of the decision. The Executive Committee must consider any written representation the applicant may make about the decision. The Executive Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- vii. The Executive Committee may terminate the membership of any individual:
 - (a) if annual membership or other fees are unpaid two months after the due date;
 - or
 - (b) by way of expulsion at the end of a disciplinary procedure for breach of any membership condition or for breach of 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 Executive Committee, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made.
- viii. Membership is terminated if the member dies or resigns by written notice to The u3a unless, after the resignation, there would be fewer than two members.

6. HONORARY PRESIDENT

- i. 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 so 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 on the number of terms that may be served. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Executive Committee but may be invited to attend any Executive Committee meeting at the decision of the Executive Committee and shall be entitled to attend the Annual General Meeting as a guest.

7. EXECUTIVE COMMITTEE AND OFFICERS

- i. The management of The u3a shall be vested in the Executive Committee, which shall be the governing body of The u3a and its board of trustees for the purpose 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.
- ii. There must be at least 5 and not more than 15 u3a members appointed to the Executive Committee. 15 refers to 12 elected and 3 co-opted members as described in Clause 7 (x) No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving as an Officer or non-Officer member of the Executive Committee of any other local u3a.
- iii. **Officers**

The Officers are the Chair, not more than two Vice Chairs, Treasurer and Secretary. The Officers shall by virtue of holding their office be members of the Executive Committee. An individual may only serve in one Officer role at a time.
- iv. **Appointment of members of the Executive Committee**

At the Annual General Meeting the non-Officer members of the Executive Committee shall

all retire and members shall elect from amongst the membership individuals to serve as Executive Committee members. The term of office is one year, from the Annual General Meeting at which he/she is appointed until the next Annual General Meeting. A retiring Executive Committee member may be re-appointed provided he/she remains a member of The u3a. A person may not serve more than 9 consecutive terms as a member of the Executive Committee in any combination of roles, followed by a year out.

v. **Appointment of Officers**

At the Annual General Meeting of The u3a, the serving Officers shall retire from office and the members shall elect from amongst the membership individuals to serve as the Officers. A retiring Officer may be re-appointed provided he/she remains a member of The u3a and subject to the limits on periods of service set out below.

vi. **Chair, Vice Chair(s) and Secretary - terms of office and limit on period of service**

The term of office is one year, from the Annual General Meeting at which he/she is appointed until the next Annual General Meeting. An individual may serve not more than three consecutive terms in any of these offices. For the avoidance of doubt, an individual can serve in more than one Officer role during their 9 year consecutive Executive Committee service limit.

vii. **Treasurer - terms of office and limit on period of service**

The term of office is one year, from the Annual General Meeting at which he/she is appointed until the next Annual General Meeting. An individual may serve not more than six consecutive terms in this office. For the avoidance of doubt, a Treasurer can serve in other roles during their nine year consecutive Executive Committee service limit.

viii. **Nomination and election of candidates**

Prior written nomination of any candidate for appointment as an Officer or a non-Officer member of the Executive 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 Executive Committee). The written nomination, signed by the nominee, is 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. Otherwise, nominations of candidates and the conduct of voting for appointments shall be dealt with in accordance with the Standing Orders of The u3a or, if there are no Standing Orders, as determined by the Executive Committee. However, if there are insufficient candidates standing for the vacancies, the Chairman of the meeting may, as a last resort, appeal for any willing member present to agree to stand. A vote 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 himself and be proposed to the meeting for appointment in accordance with the Constitution.

ix. **Casual vacancies - Officers and Executive Committee**

The Executive Committee may fill any vacancy arising amongst the Officers or the non Officer Executive Committee members, until the following Annual General Meeting. Any such appointee must be a member of The u3a. A person so appointed, who shall have full voting rights, may stand for appointment to a first full term at that meeting.

x. **Co-options to Executive Committee**

The Executive Committee may in addition appoint not more than 3 co-opted u3a

members to the Executive 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 for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution. Provided always that an individual cannot be co-opted more than three times in succession.

- xi. The appointment of a trustee, whether by The u3a at the Annual General Meeting or by the Executive Committee, must not cause the number of the Executive Committee members to exceed the number fixed in accordance with Clause 7 (ii) of this constitution.
- xii. The Executive Committee may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

8. DEFECTS IN APPOINTMENTS

- i. 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.

9. CESSATION OF OFFICE - EXECUTIVE COMMITTEE MEMBERS

- i. A member of the Executive Committee shall cease to hold office if he/she:
 - (a) is disqualified from acting as a member of the Executive Committee by virtue of charity law;
 - (b) in the written opinion, given to The u3a, of a registered medical practitioner treating that person, becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her affairs and may remain so for more than three months;
 - (c) is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his/her office be vacated;
 - (d) is removed by resolution of the Executive 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;
 - (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);
 - (f) ceases to be a member of The u3a;
 - (g) becomes an Officer or non-Officer member of the Executive Committee of any other u3a.

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- i. The Executive Committee shall hold at least 4 meetings each year. A meeting may be held in person or by suitable electronic means agreed by the members of the Executive Committee in which each participant may communicate with all the other participants.
- ii. Additional meetings may be called at any time by the Secretary on behalf of the Chair 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' notice must be given.
- iii. The Chair shall chair the meetings and in his/her absence a Vice Chair shall take over or, if there is no Vice Chair present, the Executive Committee shall choose one of their number

to be Chair of the meeting before any business is transacted.

- iv. There shall be a quorum when at least one-third of the number of members of the Executive Committee or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- v. Every decision 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 Chair of the meeting shall have a casting vote in addition to his/her own vote.
- vi. The Executive 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.
- vii. 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 (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.
- viii. The Executive Committee may appoint sub-committees including 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 sub-committees shall be fully and promptly reported to the Executive Committee. The Executive 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 Executive Committee, but may not make decisions and they shall not have any expenditure authority.
- ix. 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.

11. FINANCE

- i. The financial year of The u3a shall end on such date as the Executive 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.
- ii. 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. 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.
- iii. The Executive 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.
- iv. The funds belonging to The u3a shall be applied only in furthering the charitable purpose.
- v. No funds shall be transferred in any way to Executive 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 Executive Committee in the discharge of his duties for The u3a.
- vi. 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

- i. All property of and held on behalf of The u3a shall be applied in accordance with charity law.
- ii. Title to any property shall be held on behalf of The u3a in such manner as the Executive Committee thinks fit from time to time and in ways permitted by charity law.

13. ACCOUNTING AND REPORTING

- i. The Executive 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:
 - (a) the keeping of accounting records for The u3a;
 - (b) the preparation of annual statements of account and a trustees' report for The u3a;
 - (c) the audit or independent examination of the statements of account of The u3a (if required by law);
 - (d) the making of a charity annual return to the Charity Commission;
 - (e) the transmission of the statement of accounts and trustees' report of The u3a to the Charity Commission.
 - (f) the prompt notification of any changes to The u3a's entry on the Central Register of Charities.
 - (g) The u3a must supply to The Third Age Trust such information about its membership as The Third Age Trust may require for the purpose of The u3a being a member of The Third Age Trust.

14. ANNUAL GENERAL MEETING

- i. There shall be an Annual General Meeting of The u3a which shall be held on such date as the Executive Committee may determine in each calendar year and not more than fifteen months may elapse between successive Annual General Meetings.
- ii. Every Annual General Meeting shall be called by the Executive Committee. This formal notice shall give at least 21 days' notice of the time, date and place 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 Executive Committee to be made at that meeting. All members of The u3a shall be entitled to attend and vote at the meeting.
- iii. The Executive Committee shall present to each Annual General Meeting the trustees' report and annual accounts of The u3a for the preceding year for approval.
- iv. The Executive 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.
- v. 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

The Executive Committee may call a Special General Meeting of The u3a at any time, or, 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.

16. NOTICES, COMMUNICATIONS AND PROCEDURE AT THE ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS

- i. 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. 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.
- ii. Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.
- iii. 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.
- iv. There shall be a quorum when at least 12% of the number of members of The u3a, are present at any General Meeting.
- v. 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 Executive 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.
- vi. The Chair of The u3a shall be the Chair of any General Meeting at which he/she is present. In the absence of the entitled Chair, the Executive Committee members present shall have the power to elect a Chair for the meeting.
- vii. If there is a tied vote the Chair of the meeting has a single casting vote.
- viii. 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 Executive Committee in which each participant may communicate with all the other participants either directly or through the Chair. Where the Executive Committee determines that a General Meeting is to be held using electronic means pursuant to this clause, 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.
- ix. Where the Executive Committee determines that a General Meeting is to be held by electronic means only, such determination shall be set out in the notice sent to members, along with:
 - (a) an explanation of the exceptional circumstances which require the General Meeting to be held by electronic means only,
 - (b) a procedure whereby members not able or equipped to participate electronically will receive documents in advance by post and have the opportunity to vote on agenda items.

- x. For the purpose of clause 16 (ix) “exceptional circumstances” mean circumstances which in the reasonable opinion of the Executive Committee render it impossible to hold an effective General Meeting in person or by a combination of meeting in person and through electronic means.
- xi. Where a General Meeting is to be held in person, the Executive Committee 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 a quorum as set out in clause 16 (iv).
- xii. Proceedings at a General Meeting held by electronic means pursuant to clause 16 (ix), or physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 16 (ix) and 16 (xi), 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 (iv) is able to join the meeting successfully, or to participate in voting as allowed under clause 16(ix)(b).
- xiii. 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 Executive 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.

17. ALTERATIONS TO THE CONSTITUTION

- i. 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.
- ii. The prior consent of the Third Age Trust must be requested for any proposed alterations to The u3a’s constitution. The u3a may proceed with the proposed changes:
 - (a) At any time after specific consent has been received from the Third Age Trust; or
 - (b) When four weeks have passed since the consent request was delivered and the Third Age Trust has not notified The u3a of any objection to the proposals.
- iii. If The u3a is a registered charity, no amendment may be made to clause 3 (the charitable purpose) without the prior consent in writing of the Charity Commission.
- iv. No amendment may be made which would have the effect of making The u3a cease to be a charity at law.

The Executive Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission if The u3a is registered.

18. DISSOLUTION

- i. If the Executive 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 Executive Committee shall have power to realise any assets held by or on behalf of The u3a and must pay or make provision for all the liabilities of The u3a.. Any assets remaining after

the satisfaction of any proper debts and liabilities shall be given or transferred to:

- (a) Any one or more local u3as, which are charities and have charitable purpose similar to those of The u3a, as determined by the members of The u3a; or
 - (b) To the Third Age Trust (registered charity in England and Wales no. 288007); or
 - (c) In such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- ii. In no circumstances shall the net assets of The u3a be paid to or distributed among the members of The u3a.
 - iii. The Executive Committee must promptly notify both the Charity Commission and The Trust that The u3a has been dissolved. 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.