



UNIVERSITY OF THE THIRD AGE LEEDS
Charity Number 518366

THE CONSTITUTION OF THE UNIVERSITY OF THE THIRD AGE LEEDS (U3A LEEDS). A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION FORMALLY ADOPTED AT THE ANNUAL GENERAL MEETING HELD ON THE 21ST JANUARY, 2003 IN ACCORDANCE WITH THE AGREED MODEL MF/281932-4CS (LDN) AS AMENDED AT SUBSEQUENT A.G.MS

1 NAME

The name of the charity is UNIVERSITY OF THE THIRD AGE LEEDS. hereinafter referred to as **U3A Leeds**.

2 ADMINISTRATION

Subject to the matters set out below, U3A Leeds and its property shall be administered and managed in accordance with the constitution by the members of the Executive Committee constituted by clause 6 of this constitution.

3 OBJECT

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 to:

- a. raise funds and 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.
- b. receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desirous of promoting the Object of U3A Leeds and to hold funds in trust for the same.
- c. maintain current membership records in appropriate formats. to include electronic methods based on computers, for the sole purpose of managing and communicating U3A business the methods in use being subject to review by the Executive Committee from time to time.
- d. Buy, take on lease or exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- e. sell, lease or dispose of all or any part of the property of U3A Leeds, subject to any consents required by law.
- f. cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Object Clause or of similar charitable purposes and to exchange information and advice with them but excluding the exchange of any personal details of members.
- g. support any charitable trusts, associations or institutions formed for the Object.
- h. appoint and constitute such advisory committees as the Executive Committee may think fit.
- i. organise and run conferences, lectures, seminars and courses.
- j. publish books, pamphlets, reports, leaflets. journals, instructional matter, to produce films and videos and to maintain a website, all by the utilisation of appropriate media.
- k. participate in and assist in the development of area and national groupings of U3As.
- l. do all such other lawful things as are necessary for the achievement of the Object.

5 MEMBERSHIP

- a. Membership of U3A Leeds shall be open to individuals who are interested in furthering the work of U3A Leeds and who have paid the annual subscription as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting.
- b. Every individual member shall have one vote.
- c. The Executive Committee may, and for good reason, terminate the membership of any individual if annual membership or any other fees or charges are unpaid for one calendar month after the due date or if the member acts in a way which is prejudicial to U3A Leeds or to the running of U3A Leeds or brings U3A Leeds into disrepute, provided that the individual 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

- a. The management of U3A Leeds shall be vested in an Executive 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 U3A Leeds.
- b. **Honorary Officers:** there shall be four honorary officers; Chairperson, Vice-Chairperson, Secretary and Treasurer
- c. **Executive Committee:** the Executive Committee shall consist of no fewer than 5 and not more than 10 members being the Honorary Officers specified in the preceding sub-clause and 6 other members.
- d. **Vacancies:** any vacancies on the Executive Committee shall be filled by election from the membership at the Annual General meeting.
- e. **Co-opted Committee Members:** the Executive Committee may appoint not more than 5 additional co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting. Any part year served under this clause will count as one year to the total served.
- f. **Others:** Non-Committee members, may be invited by the Executive Committee to serve because of their special expertise. They will not have voting rights and their term of service will expire at the next Annual General Meeting.
- g. **Interim Vacancies:** vacancies on the Executive Committee may arise during the year through resignation or termination and these can be filled by a member nominated by the Executive Committee. Such an appointee shall have tenure until the next Annual General Meeting. Any part-year served under this clause shall be counted as one year to the total served.
- h. **Proceedings:** 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.
- i. **Disqualification:** a member of the Executive Committee shall cease to hold office if they are:
 - i disqualified by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
 - ii becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs.
 - iii is absent without the permission of the Executive committee from 3 consecutive meetings and the Executive Committee resolves that his/her office be vacated.
 - iv subject to a vote of 'no confidence' from the Executive Committee as a result of actions which bring U3A into disrepute or conduct prejudicial to U3A Leeds or failure to abide by the terms of this constitution or decisions of the Executive Committee.
 - v notifies the Executive Committee in writing of a wish to resign (but only if at least 4 members if 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.

ELECTION OF MEMBERS OF THE COMMITTEE

- a. The election of the members of the Executive Committee shall be held at the Annual General Meeting of U3A Leeds.
- b. The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting of U3A Leeds.
- c. Officers and Committee Members shall normally serve for a period of three years.
- d. Retiring Officers and Committee Members may stand for re-election provided that no-one may hold the office of Chairperson for more than three years without an intervening break of at least one year and that other officers and members may not serve for more than six years in total without an intervening break of one year.
- e. If insufficient nominations are received to fill vacancies for the Executive Committee, the outgoing Executive Committee may ask the assembled members at the Annual General Meeting whether anyone present is willing to put themselves forward as a candidate for the vacancies.
- f. In the event of no nominations being received for one or more of the Executive Committee or Honorary Officers' posts a majority decision can be taken by the Executive Committee to ask the retiring Officer/s and Committee Member/s to stay until the next Annual General Meeting. If any of the retiring Officers or Committee Members are unwilling to continue to serve, the Executive Committee may put in place appropriate temporary arrangements to last up to the next Annual General Meeting including making appointments to fill the vacancies.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- a. The Executive Committee shall hold at least three ordinary meetings each year.
- b. A special meeting may be called at any time by the Chairperson or by any two members of the Executive Committee with not less than seven days' notice being given to other members of the Executive Committee of the matters to be discussed.
- c. The Chairperson shall chair the meeting and in his/her absence the Vice-Chairperson shall take over or if he/she is also absent the Executive Committee shall choose one of its number to be Chairperson of the meeting before any business is transacted.
- d. There shall be a quorum when at least one third of the number 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.
- e. 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 Chairperson shall have a second or casting vote.
- f. The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee and a copy of these minutes shall be available for inspection should a member request it.
- g. 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.
- h. 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-committee shall be fully and promptly reported to the Executive Committee.
- i. 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 any other Executive Committee member or by reason of any mistake or omission made in good faith by any Executive Committee member or by 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

- a.** The funds of U3A Leeds, including all donations, contributions and bequests, shall be paid into the account or accounts operated by the Executive Committee in the name of U3A Leeds at such bank or other authorised deposit-taking institution as the Executive Committee shall, from time to time, decide. All cheques drawn on the account must be signed by at least 2 Executive Committee members except that a single such signature will suffice on cheques up to and including the value of £100.
- b.** The fund belonging to U3A Leeds shall be applied only in furthering the Objects.
- c.** 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 in the course of U3A work.
- d.** All proper costs, charges and expenses incidental to the management of U3A Leeds and membership of the Third Age Trust may be defrayed from the funds of U3A Leeds.

10. PROPERTY

- a.** All property of U3A Leeds shall be applied solely towards the object of U3A Leeds.
- b.** Ownership of the property is vested in U3A Leeds 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/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 its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to:

- a.** the keeping of accounting records for U3A Leeds
- b.** the preparation of annual statements of account for U3A Leeds
- c.** the independent examination of the statements of account of U3A Leeds
- d.** the transmission of the statements of account of U3A Leeds to the Charity Commission

12. ANNUAL REPORT

The Executive Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual return and its transmission to the commission.

13. ANNUAL GENERAL MEETING

- a.** There shall be an Annual General Meeting of U3A Leeds which shall be held in the month of July in each year or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting.
- b.** 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 U3A Leeds. All the members of U3A Leeds shall be entitled to attend and vote at the meeting.
- c.** Accidental omission to give notice to any member shall not invalidate the proceedings of any Annual General Meeting.
- d.** The Executive Committee shall present to each Annual General Meeting the report and accounts of U3A Leeds for the preceding year for approval.
- e.** The Executive Committee shall seek approval for the appointment of the examiner for the accounts.
- f.** Nominations for election to the Executive Committee must be made by members in writing 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.

- g. 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 U3A Leeds at any time, or if at least 20% of the members request such a meeting. At least 21 days' notice shall be given. The notice must state the business to be discussed. Accidental omission to give notice to any member shall not invalidate the proceedings of any Special General Meeting.

15. PROCEDURE AT ANNUAL AND SPECIAL GENERAL MEETINGS

- a. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of U3A Leeds.
- b. There shall be a quorum when at least 50 members of U3A Leeds are present at any General Meeting.
- c. 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 provided 21 days' notice is given all members. If, at an adjourned meeting, a quorum is not present within half an hour of the of the time appointed for the meeting, the members present shall constitute a quorum.
- d. The Chairperson of U3A Leeds shall be the Chairperson of the General Meeting. In the absence of the Chairperson, the Executive Committee shall have the power to elect a chairperson for the meeting.
- e. If there is a tied vote the Chairperson of the meeting should have a single casting vote.

16. ALTERATIONS TO THE CONSTITUTION

Subject to the following provisions of this clause, the Constitution may be altered by resolution passed by no 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.

- a. 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.
- b. No amendment may be made which would have the effect of making U3A Leeds 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 Executive Committee decides that it is necessary or advisable to dissolve U3A Leeds it shall call a Special Meeting of all Members of U3A Leeds, 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 the power to realise any assets held by or on behalf of U3A Leeds. 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 the objects similar to the Objects of U3A Leeds as the members of U3A Leeds may determine, or to the Third Age Trust Registered Charity No. 288007. copy of the statement of accounts or account and statement for the final accounting period of U3A Leeds must be sent to the Charity Commission.