

**The CONSTITUTION of the
BOURNEMOUTH U3A (University of the Third Age)
an unincorporated association member of the THIRD AGE TRUST
formally adopted on 13 October 2021**

1 NAME

The name of the charity is the BOURNEMOUTH UNIVERSITY OF THE THIRD AGE, hereafter referred to as “The U3A”.

2 ADMINISTRATION AND MANAGEMENT

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, hereafter referred to as “The Committee”, constituted by clauses 6, 7, and 8 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:

(i) to 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) 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 exchange any property necessary for the achievement of the Objects and to maintain and equip it for use,

(iv) to sell, lease, or dispose of all or any part of the property of The U3A, subject to any consents required by law,

(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 advisory committees as The Committee may think fit,

(viii) to organise and run conferences, lectures, seminars, courses, and leisure and recreational activities,

(ix) to publish books, pamphlets, reports, leaflets, journals, instructional matter, and to produce films and videos,

(x) to participate in area and regional groupings of U3As, and

(xi) to do all such other lawful things as are necessary for the achievement of the Objects.

5 MEMBERSHIP

(i) Membership is open to older people and those who are retired from full time work, 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 individual member shall have one vote at a General Meeting.

(iii) Membership is open to any corporate body 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).

(iv) Each corporate member 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.

(v) The Committee may and for good reason terminate the membership of any individual or corporate member if the individual member or corporate 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 individual concerned or the appointed representative of the corporate member concerned shall have the right to be heard by The Committee accompanied by a friend who may also speak or make written representation before a final decision is made.

6 ANNUAL GENERAL MEETING

(i) There shall be an Annual General Meeting of The U3A which shall be held in the month of October 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 members of The U3A. Only the individual 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 the Annual General meeting.

(iv) The Committee (as trustees in charity law) shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.

(v) The Committee shall seek approval for the appointment of an independent examiner for the accounts.

(vi) 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.

(vii) Members may also decide by a vote at an Annual General Meeting (that requires a two thirds majority of those members present and voting) to elect an honorary President who will not be a trustee of The U3A for the purposes of charity law.

(viii) Any proposals to amend the Constitution subject to clause 16, and any other business of which the Secretary has been notified, shall be published in the Agenda and considered at the Annual General Meeting.

7 ELECTION OF MEMBERS OF THE COMMITTEE

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

(ii) The newly elected Committee shall take office at the conclusion of the Annual General meeting.

(iii) If insufficient nominations are received to fill the vacancies for The Committee, 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 to 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 two thirds majority of the members present and voting for the request to be made.

8 THE COMMITTEE

(i) The management of The U3A shall be vested in The Committee, consisting of members whose duty it shall be (as trustees in charity law) to ensure adherence to the Constitution, to carry out its general policy and to provide for the administration, management, and control of the affairs and property of The U3A.

(ii) The honorary officers (Chair, no more than two Vice-Chairs, Secretary, and Treasurer) will be appointed by the elected Committee at their first meeting.

(iii) In the event of no member of the newly elected Committee being willing to take on one or more of the officer positions, The Committee may (by a simple majority of votes of those present and voting) ask the retiring officer(s) to stay until the next Annual General Meeting.

(iv) Committee members shall be subject to re-election annually. Retiring officers may stand for re-election, but no one may hold the office of Chair or Vice-Chair for more than 5 consecutive years without an intervening period of at least one year except that a retiring Vice-Chair may stand immediately for the post of Chair.

(v) The Committee shall consist of not less than 5 and not more than 12 members including the honorary officers specified in clause 8(ii).

(vi) Within the numbers specified in clause 8(v), The Committee may co-opt members to fill vacancies on The Committee either through resignation or termination during the year, or otherwise. Such co-opted members shall have full voting rights and have tenure until the next Annual General Meeting, and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.

(vii) 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.

(viii) Subject to the provisions of 9(v), 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.

(ix) A member of The Committee shall cease to be a member of The Committee if:

(a) s/he 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) s/he becomes incapable by reason of mental disorder, illness, or injury of managing and administering her/his own affairs,

(c) s/he is absent without the agreement of The Committee from 3 consecutive meetings and The Committee resolve that her/his membership of the Committee shall be terminated,

(d) s/he 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) s/he notifies in writing to The Committee a wish to resign (but only if at least 4 members of The Committee will remain on the Committee, and it can remain quorate, when the notice of resignation is to take effect, which shall be at least 21 days from the receipt of the notification).

9 MEETINGS AND PROCEEDINGS OF THE COMMITTEE

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

(ii) A meeting of The 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, 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 meeting.

(iii) A special meeting may be called at any time by the Chair, or by any two members of The Committee, upon not less than 7 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 21 days' notice must be given.

(iv) The Chair shall chair the meetings, and in her/his absence the Vice-Chair shall take over, or, if s/he is also absent, The Committee shall choose one of their number to chair the meeting before any business is transacted.

(v) A President elected by The U3A shall not be a member of The Committee and shall not have voting rights.

(vi) 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.

(vii) Every matter shall be determined by a simple 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 second or casting vote.

(viii) 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.

(ix) 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.

(x) 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-committee shall be fully and promptly reported to The Committee.

(xi) No member of The Committee shall be chargeable or responsible for loss cause by any act done (or omitted to be done) by her/him or by any other member of The Committee or by reason of any mistake (or omission) made in good faith by any member of The Committee 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.

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 her/his designated role until such time as The Committee request their return.

11 FINANCE

(i) The funds of The U3A (including all donations, contributions, and bequests) shall be paid into an account (or accounts) operated by The Committee in the name of The U3A at such bank as The Committee shall from time to time decide.

(ii) All cheques drawn on the account(s) must be signed by at least 2 members of The Committee.

(iii) The funds belonging to The U3A shall be applied only in furthering the Objects.

(iv) No funds shall be transferred in any way to members of The Committee, 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.

(v) All proper costs, charges, and expenses incidental to the administration and management of The U3A and membership of the Third Age Trust may be defrayed from the funds of The U3A.

12 ACCOUNTS

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

- (a) the keeping of accounting records for The U3A,
- (b) the preparation of annual statements of account for The U3A,
- (c) the independent examination of the statements of account of The U3A, and
- (d) the transmission of the statements of account of The U3A to the Charity Commission.

13 ANNUAL REPORT

The Committee (as trustees) 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 Charity Commission.

14 SPECIAL GENERAL MEETING

(i) The Committee may call a Special General Meeting of The U3A at any time.

(ii) If at least 10% of the members request a Special General Meeting in writing stating the business to be considered, the Secretary shall call such a meeting.

(iii) At least 21 days' notice of a Special General Meeting shall be given, and the notice must state the business to be discussed.

(iv) Accidental omission to give notice to any member shall not invalidate the proceedings.

15 PROCEDURE AT GENERAL MEETINGS

(i) 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 Committee in which each participant may communicate with all the other participants either directly or through the Chair. Where the Committee determine that a General Meeting is to be held that includes 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

(ii) Where a General Meeting is to be held in person, the 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 the quorum for the relevant meeting.

(iii) 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 the General Meeting sent to members, along with details of how a member may participate in such a meeting, together 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.

(iv) If a General Meeting is to be held solely by electronic means pursuant to clause 15(iii), the place of the meeting shall be deemed to be the charity's registered office address.

(v) Proceedings at a General Meeting that includes using electronic means pursuant to clause 15(i) or 15(ii) or 15(iii) will not be invalidated due to technical issues which prohibit members from joining such a meeting electronically, so long as a sufficient number of members to form a quorum under clause 15(vi) is able to join the meeting successfully.

(vi) There shall be a quorum when at least 3% of the number of members of The U3A are present at any General Meeting.

(vii) The Secretary (or other person specially appointed by The Committee) shall keep a full record of proceedings at every General Meeting of The U3A.

(viii) If the General meeting was convened at the request of the members, and if a quorum is not present within half an hour from the time appointed for the General Meeting, the General Meeting shall be dissolved. In any other case, the General Meeting shall be adjourned to another day and time as The Committee may direct provided that 21 days' notice is given to all members. If a quorum is not present within half an hour of the time appointed for the adjourned General Meeting, then the members present shall be a quorum.

(ix) The Chair of The U3A shall be the chair of the General Meeting at which s/he is present, unless The Committee decides to ask the President to preside. In the absence of the proposed Chair, The Committee shall have the power to elect a chair for the General Meeting.

(x) Votes at a General Meeting shall be by a simple majority of those present and voting, unless The Constitution provides otherwise. If there is a tied vote, the Chair of the General Meeting shall 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 Charity Commission.

(iii) No amendment may be made which would have the effect of making The U3A cease to be a charity at law.

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

17 DISSOLUTION

(i) 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 shall be given, and stating the terms of the resolution to be proposed.

(ii) 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.

(iii) Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other such local charitable institution(s) 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).

(iv) 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 ADOPTION OF CONSTITUTION

This Constitution was duly adopted by the membership of The U3A at the Annual General Meeting on 13 October 2021, and I certify that this is a true copy.

Pat Ley (Chair) signed date