

CONSTITUTION OF THE CHILTERN UNIVERSITY OF THE THIRD AGE (CHILTERN U3A), AN UNINCORPORATED MEMBERS ASSOCIATION, AND A MEMBER OF THE THIRD AGE TRUST

**CHILTERN U3A IS A CHARITY IN ENGLAND AND WALES
REGISTERED CHARITY NUMBER 1082794**

THIS CONSTITUTION WAS FORMALLY ADOPTED BY THE MEMBERSHIP ON 6 APRIL 2000 AND AMENDED FROM TIME TO TIME THEREAFTER

1. NAME

The name shall be The Chiltern University of the Third Age ("Chiltern U3A").

2. OBJECTS

2.1 The charitable objects of Chiltern U3A are:

- a) To advance the education of the public and in particular the education of middle aged and older people who are not in full time gainful employment, particularly in Amersham and Chesham and the surrounding locality.
- b) The provision of facilities for leisure time and recreational activities with the object of improving the conditions of life for the above persons in the interests of their social welfare.

2.2 The charitable objects of Chiltern U3A may only be altered with the prior consent of the Charity Commission.

3. POWERS

3.1 In furtherance of the Objects but not otherwise, Chiltern U3A may purchase, take on lease or in exchange, hire and otherwise acquire and sell or dispose of real or personal property and any rights and privileges which Chiltern U3A may think necessary for the promotion of the Objects of Chiltern U3A, subject to such consents as may be required by law.

3.2 Publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter.

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

3.4 Encourage and assist in the formation and operation of area and regional groupings of other U3As.

3.5 Receive donations, gifts, endowments, sponsorship, grants, subscriptions and legacies from persons desiring to promote the Objects of Chiltern U3A or any of them and to hold and apply any funds for the same (subject to any restricted funds being applied to the relevant restricted purposes).

3.6 Do all such other lawful things as may be necessary for the attainment of the above Objects or any of them.

4. MEMBERSHIP

4.1 All persons interested in supporting the Objects of Chiltern U3A shall be admitted to membership at the approval of the Committee of Chiltern U3A and upon payment of the annual subscription as determined by the Committee provided that they agree to abide by this constitution and any conditions properly imposed by the Committee.

4.2 At the sole discretion of the Committee, annual Associate Membership for a specific purpose may be offered, without charge, to any individual who has special skills required by any of Chiltern U3A's Activity Groups.

4.3 The Committee may terminate membership of any member if:

- a) There is any money owed to Chiltern U3A in respect of membership or other fee after a time lapse set by the Committee.

- b) That member acts in a way which is prejudicial to Chiltern U3A or brings it into disrepute, PROVIDED THAT the individual concerned shall have the right to be heard by the Committee before a final decision is made.
- 4.4 The Committee shall have the authority to propose for Honorary Life Membership certain Members for meritorious service to Chiltern U3A. This membership will be awarded by a vote of the Membership at an Annual General Meeting. Such Members will be exempt for life from the annual subscription levied from ordinary members in accordance with paragraph 4.1.

5. MANAGEMENT

- 5.1 The management of Chiltern U3A shall be vested in a Committee consisting of members of Chiltern U3A. The Committee shall be the governing body of Chiltern U3A and its members shall be trustees for the purposes of charity law. The Committee shall be responsible for the strategy and policies of Chiltern U3A, may exercise all the powers of Chiltern U3A, and shall deal with the administration, management and control of the affairs and property of Chiltern U3A.
- 5.2 The Committee shall consist of at least five (5) and not more than twelve (12) members (excluding those who are co-opted) including the officers (Chairman, Vice-Chairman, Secretary and Treasurer). No person may be proposed for appointment or serve as an officer or as a non-officer member of the Committee if they are currently serving as an officer or as a non-officer member of the Committee of any other local U3A.
- 5.3 Each of the officers shall, if possible, be elected at an Annual General Meeting, based on a signed and agreed nomination submitted before the meeting. In the event of there being no such nomination for an officer role for which there is a vacancy, a member of the Committee shall be appointed by the Committee, as soon as possible, to fill the role in question.
- 5.4 An individual may only serve in one officer role at a time.
- 5.5 Chiltern U3A members co-opted to the Committee shall have voting rights at Committee meetings. Their term of office shall expire at the next following Annual General Meeting.
- 5.6 Persons who need not be members of Chiltern U3A may be invited by the Committee to serve in an advisory capacity because of their special expertise; they shall not have voting rights and their term of service shall expire at the next following Annual General Meeting.
- 5.7 Elections of members of the Committee shall be held at Annual General Meetings, or if necessary at a Special General Meeting, of Chiltern U3A.
- 5.8 Nominations to the Committee duly agreed by the nominee shall be proposed and seconded and delivered in writing to the Secretary at a date specified by the Committee.
- 5.9 A Committee newly elected at an Annual General Meeting shall take office at the conclusion of the Annual General Meeting.
- 5.10 Officers shall serve for a period of two (2) years and non-officer Committee members for a period of two (2) years. Retiring officers and non-officer Committee members may stand for re-election provided that no-one may hold the office of Chairman or Vice-Chairman for more than four (4) consecutive years without an intervening period of at least one (1) year, except that a retiring Vice-Chairman may stand immediately for the post of Chairman.
- 5.11 Committee members may resign office by giving not less than twenty-one (21) days' notice in writing to the Secretary or the Chairman. In the event of a vacancy for an officer role, a member of the Committee shall be appointed by the Committee, as soon as possible, to fill the role in question. The Committee has power to fill a casual vacancy from the membership of Chiltern U3A. Such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election.
- 5.12 A member shall cease to be a Committee member if he or she:
- a) is disqualified from acting as a member of the committee by virtue of charity law;
 - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - c) is absent without the permission of the Committee from three consecutive Committee meetings and the Committee resolves that his/her office be vacated;

- d) is removed by resolution of the Committee for significant misconduct;
 - e) ceases to be a member of Chiltern U3A;
 - f) becomes an officer or non-officer member of the Committee of any other U3A.
- 5.13 There shall be no less than four Committee meetings a year.
- 5.14 At Committee meetings matters shall be decided by a simple majority of votes of Committee members present. In the case of an equality of votes the Chairman shall have a second or casting vote. Should any matter of urgent business arise between normal scheduled Committee meetings, and require determination without delay, the Chairman may consult the other members of the Committee, and, providing all or a majority of them agree to what is proposed, the Chairman may take action unilaterally to determine the matter in question subject to reporting the action taken, and any cost or expenditure associated with it, to the Committee at its next meeting.
- 5.15 The quorum for any Committee meeting shall be five (5) or fifty percent (50%) of the Committee whichever is the greater, of which at least two (2) shall be officers.
- 5.16 Special Committee meetings may be called at any time by the Chairman or by any two (2) members of the Committee upon seven (7) clear days' notice being given to all the Committee members of all the matters to be discussed.
- 5.17 The Committee may appoint sub-committees to which it may from time to time, and for such time as it determines, delegate the transaction of such matters and the performance of such acts as it thinks fit and the Committee shall exercise supervision over the proceedings and acts of such sub-committees. Sub-committees shall report back to the Committee as soon as possible on actions taken under delegated powers.
- 5.18 The proceedings of the Committee shall not be invalidated by any defect in the appointment, election or co-option of any member of any committee or sub-committee.
- 5.19 The Chairman shall ensure that minutes are kept of all Committee meetings and all Annual and Special General Meetings.

6. ANNUAL AND SPECIAL GENERAL MEETINGS

6.1 Precedent Clauses – Online and hybrid general meetings

- 6.1.1 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 Committee in which each participant may communicate with all the other participants either directly or through the Chairman. Where the 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.

- 6.1.2 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.

- 6.1.3 Where a general meeting is to be held in person, the Committee may if it deems 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.

If the meeting is to be held solely by electronic means pursuant to clause 6.1.2 the place of the meeting shall be deemed to be the Chiltern U3A's registered office address.

6.1.4 Proceedings at a general meeting held by electronic means pursuant to clause 6.1.2 or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 6.1.1 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 6.2 is able to join the meeting successfully.

6.1.5 **Voting**

- (a) By proxy. A member may appoint a proxy to attend a general meeting and vote on his or her behalf
- (b) 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.

6.1.6 **Proxies**

6.1.6.1 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 Chiltern U3A in accordance with clause 5.8.

6.1.6.2 The Committee may from time to time determine the form in which Proxy Notices should be submitted to Chiltern U3A in advance of any general meeting.

6.1.7 **Online Committee Meetings**

A Committee meeting 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.

6.2 **ANNUAL GENERAL MEETINGS**

The Annual General Meeting shall be held once in each year and not later than fifteen (15) months after the preceding Annual General Meeting. At least twenty-one (21) days' notice shall be given in writing to all members. A quorum shall be ten percent (10%) or fifty (50) of the paid up members, whichever is less. The business of the Annual General Meeting shall include:-

- a) Receiving and approving the Annual Report;
- b) Receiving and approving the examined accounts;
- c) Electing any of the following where election or re-election is due: a Chairman, Vice Chairman, Secretary, Treasurer and members of the Committee;
- d) Appointing an examiner for the accounts;
- e) Considering any proposals to alter the constitution subject to the requirements of Clause 11;
- f) Considering any other business which has been published in the Agenda.

6.3 **SPECIAL GENERAL MEETINGS**

A Special General Meeting of Chiltern U3A may be convened at any time by a resolution of the Committee or upon a requisition signed by one-fifth or more of the members stating the object of the meeting. A meeting held on such a requisition shall be called by the Secretary of Chiltern U3A giving the other members fourteen (14) days' notice of such a meeting. A quorum shall be ten percent (10%) or fifty (50) of the paid up members, whichever is less.

- 6.4 The Chairman of Chiltern U3A shall be the Chairman of any Committee meeting or Annual or Special General Meeting at which he/she is present. In his/her absence the members shall elect a Chairman for the meeting. The Chairman of the meeting shall have a casting vote.
- 6.5 Accidental omission to give notice to any member shall not invalidate the proceedings of any Annual or Special General Meeting.

7. FINANCE

- 7.1 All the income and property of Chiltern U3A shall be applied solely towards the Objects of Chiltern U3A and none of it shall be paid or transferred in any way to its Committee members provided that nothing herein shall prevent the reimbursement of reasonable and proper out-of-pocket expenses to members or Committee members incurred in the course of the work of Chiltern U3A. A bank or building society or similar account shall be opened in the name of Chiltern U3A and withdrawals shall be made in accordance with directives of the Committee which shall require each withdrawal to be made on at least one signature or electronic authorisation which is that of an officer. Each withdrawal exceeding an amount, to be agreed from time to time by the Committee, must additionally be signed or authorised by a signatory drawn from committee members designated by the Committee and registered with the bank or building society.
- 7.2 Chiltern U3A shall have power to collect and accept donations and to issue appeals for donations and to raise money by bequest and otherwise. Any money raised and received may be retained by Chiltern U3A and be used at the discretion of the Committee. No form of permanent trading shall be undertaken in the raising of funds.
- 7.3 The financial year of Chiltern U3A shall end on 31st March in each year and not more than eight weeks later the Annual General Meeting shall be convened for the purpose of receiving the Annual Report and examined accounts.
- 7.4 The Committee may appoint persons, who are not members of the Committee, as may from time to time be necessary for carrying out the work of Chiltern U3A and shall agree their terms and conditions of engagement. The Committee must ensure that such persons are registered companies or partnerships, or are registered with HMRC as being self-employed, or are contracted to an agency which Chiltern U3A pays for the work carried out. The Committee shall ensure that Chiltern U3A is the client of the person, if the person is paid directly by Chiltern U3A, or of the agency if the agency is responsible for payment of the person, and is not the employer of the person.
- 7.5 All proper costs, charges and expenses incidental to the management of Chiltern U3A and membership of the Third Age Trust may be defrayed from the funds of Chiltern U3A.
- 7.6 The Treasurer shall keep accounts of all the monies received and expended on behalf of Chiltern U3A and shall prepare and publish such duly examined accounts at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.
- 7.7 No Committee member shall be chargeable or responsible for loss caused by any thing or act done or omitted to be done by him/her or any agent employed by him/her or by any other Committee member, provided reasonable supervision be exercised over any such agent, or by reason of any mistake or omission made in good faith by any Committee member or by reason of any other matter or thing other than individual fraud or wilful wrongdoing or wilful omission on the part of the Committee member who is sought to be made liable.

8. PROPERTY

The property of Chiltern U3A shall be managed by the Committee.

9. POWERS OF THE COMMITTEE

All matters not provided for in this constitution relating to Chiltern U3A and not involving an amendment to this constitution shall be dealt with by the Committee.

10. ACCOUNTING AND REPORTING

The Committee shall comply with its obligations under 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 Chiltern U3A;
- b) the preparation of annual statements of account and a trustees’ report for Chiltern U3A;
- c) the independent examination (or audit if required by law) of the statements of account of Chiltern U3A;
- d) the making of a charity annual return to the Charity Commission;
- e) the transmission of the statement of accounts and trustees’ report of Chiltern U3A to the Charity Commission

11. ALTERATION TO THE CONSTITUTION

The provisions of this constitution other than Clauses 2 & 12 and this clause may be amended with the assent of not less than two-thirds of the members of Chiltern U3A present and voting at an Annual or Special General Meeting of Chiltern U3A. Twenty-one (21) clear days' notice shall be given to the members stating the intention to put forward such a resolution. A quorum shall be ten percent (10%) or fifty (50) of the paid up members, whichever is less. No amendment shall be made which would cause Chiltern U3A to cease to be a charity at law.

12. DISSOLUTION

Chiltern U3A may at any time be dissolved by a resolution passed by a three-quarters majority of Members present and voting at any meeting of Chiltern U3A of which at least twenty-one (21) clear days’ notice stating the intention to put forward such a resolution shall have been sent to all members of Chiltern U3A. The Committee shall have power to realise any assets held by or on behalf of Chiltern U3A. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of Chiltern U3A shall be transferred to:

- a) Any one or more local U3As, which are charities and have charitable purposes similar to those of Chiltern U3A, as determined by members of Chiltern U3A; or
- b) The Third Age Trust, Registered Charity No. 288007.

A copy of the statement of accounts and relevant reports, for the final accounting period of Chiltern U3A, must be sent to the Charity Commission.

I hereby certify that this is a true copy of the Constitution adopted at the Annual General Meeting (“AGM”) on 6 April 2000 and as amended at the 16 October 2002 General Meeting, the AGM on 19 April 2004, the AGM on 16 May 2012, the AGM on 21 May 2014 and the AGM on 24 February 2021 in accordance with Clause 11.

Signed
Sarah Jones
Chairman

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