



CONSTITUTION

This is the Constitution of the Malvern University of the Third Age (U3A), an unincorporated members association, and a Member of the Third Age Trust. This is a charity in England and Wales. Registered Charity Number: 1069591

1 NAME

The name shall be The Malvern U3A (hereinafter called MU3A).

2 CHARITABLE PURPOSE

The charitable purpose of MU3A 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 in Malvern and its surrounding locality.

3 POWERS

In furtherance of the above, MU3A may

- 3.1 purchase, take on lease or in exchange, hire and/or otherwise exchange and sell or dispose of real or personal property and any rights and privileges which MU3A may think necessary for the promotion of the charitable purpose, subject to such consents as may be required by law;
- 3.2 publish books, pamphlets, leaflets, journals, films, videos and instructional matter;
- 3.3 found training courses and run lectures, seminars and conferences;
- 3.4 encourage and assist in the formation and operation of area and regional groupings of this and other U3As;
- 3.5 receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the charitable purpose of MU3A or any of them and to hold funds in trust for the same;
- 3.6 do all such lawful things as may be necessary for the attainment of the above charitable purpose.

4 MEMBERSHIP

- 4.1 Anyone interested in supporting the charitable purpose of the Third Age Trust may become a member subject to
 - (a) completion of a signed membership application form, which must include details of the applicant's name and address and, if they wish telephone number and email address;
 - (b) the approval of the Committee and

- (c) payment of the annual subscription as determined from time to time by an Annual or Special General Meeting of MU3A.
- 4.2 The Committee may terminate the membership of any members if
 - (a) three months after a formal request for payment has been made to the member in respect of membership or other monies payable to MU3A the said payment has not been made;
 - (b) the member acts in a way which is prejudicial to MU3A or brings it into disrepute.
 - (c) If the Committee considers that such termination is or may be desirable, the Grievance Procedure will be invoked.

5 MANAGEMENT

- 5.1 The Management of MU3A will be carried out by a Committee consisting of not less than 5 nor more than 15 members of MU3A. These will include the Principal Officers: the Chair, Vice-Chair, General Secretary and Treasurer. The Committee will elect from its members one to act as Membership Secretary and such others to hold other offices as it considers necessary.
- 5.2 The Principal Officers and other Members of the Committee will be elected at the Annual General Meeting (AGM) of MU3A and they will serve until the end of the next following AGM. Individually (but not en bloc) they may stand for re-election, but no-one may hold the Chairmanship for more than three (3) consecutive years without an intervening period of at least one year and no-one may remain as a member of the Committee for more than five (5) consecutive years without an intervening period of at least one year. Anyone who is elected to be a member of the Committee or who is co-opted to it will become a Trustee of MU3A and will have the rights and obligations of a Trustee throughout the period of such membership.
- 5.3 If for any reason any of the Principal Officers is unable or unwilling to continue to act in that capacity, those members of the Committee who are not Principal Officers will forthwith elect one of their number as an Acting Principal Officer so as to fill the vacancy.
- 5.4 The Committee may co-opt other members of MU3A to a maximum Committee of fifteen (15) members. Co-opted members will have full voting rights. Their term of service will expire at the end of the next following AGM.
- 5.5 People (who need not be members of MU3A) may be invited by the Committee to serve as advisers because of their special expertise. They will not have voting rights.
- 5.6 Committee members may resign office by giving not less than twenty-one (21) days' notice to the Chair or General Secretary.
- 5.7 At Committee meetings matters will be decided by a simple majority of the Committee members present. In the case of an equality of votes the Chair will have a second or casting vote.
- 5.8 The quorum for any Committee meeting will be six (6) of whom at least one (1) must be a Principal Officer.
- 5.9 There must be not less than six (6) Committee meetings a year.

- 5.10 Special Committee Meetings may be called at any time by the Chair or by any two (2) members of the Committee upon seven (7) clear days' notice being given to all Committee members of all the matters to be discussed.
- 5.11 The Committee may appoint sub-committees to which it delegates the transaction of such matters as it thinks fit. Sub-committees will report back to the Committee as soon as possible on their actions.
- 5.12 The proceedings of the Committee will not be invalidated by any defect in the appointment, election or co-option of any members of the Committee or of any sub-committee.
- 5.13 Minutes must be kept of all Committee, sub-committee, Annual General and Special General Meetings. The relevant Minutes must be made available for perusal at all subsequent meetings of the body or bodies to which they relate.
- 5.14 The signed copies of the Minutes of all Annual and Special General Meetings must be retained and will be made available on MU3A website.
- 5.15 The Membership Secretary will ensure that a Membership Register is maintained.
- 5.16 The Committee must ensure that an Annual General Meeting (AGM) is convened and that an Annual Report is distributed to all members not less than four (4) weeks before the date of the AGM. **In normal circumstances the AGM is to be held in person at an accessible public venue, but in exceptional circumstances the Trustees may convene a virtual AGM, using appropriate electronic means, to allow due participation by Members. Such a virtual AGM will hold equivalent validity to an attended AGM.** The Notice of the AGM must include an invitation to all members to submit nominations for the Principal Officers and for other members of the Committee and to submit motions for consideration by the AGM. Nomination(s), duly agreed by the nominee(s), and Motions for consideration by the AGM, must be proposed and seconded and delivered in writing to the General Secretary at least twenty-one (21) days before the AGM.
- 5.17 At least fourteen (14) days before the AGM the General Secretary will inform all members of the nominations and motions which have been received. Such information will be accompanied by an invitation to submit amendments in writing to the motions, any such amendments being accepted only if they reach the General Secretary not less than seven (7) days before the AGM. Notices and Motions may be sent by email. Members who have not supplied current email addresses may supply appropriately stamped self-addressed envelopes to enable them to receive communications in good time.
- 5.18 The Chair of MU3A (or in their absence the Vice-Chair) will be the Chair of any General or Committee meeting at which they are present. In the absence of both, the members present will elect a Chair for the meeting. The Chair of the meeting will have a casting vote.

6 MEETINGS

- 6.1 The Annual General Meeting will be held once in each year and not later than fifteen (15) months after the preceding AGM. Members will be notified at least four (4) weeks before the AGM. A quorum will be whichever is the lesser of

seventy-five (75) or seven and a half percent (7.5%) of the paid up members. All paid up members who are present are entitled to vote on any proceedings and proxy votes will be accepted, provided such signed and dated proxy votes are handed to the Chair at the start of the AGM. The business of the AGM will include:

- (a) receiving, considering, possibly amending and approving the Minutes of the previous AGM and the Annual Report;
 - (b) receiving and considering the Membership Secretary's Report;
 - (c) receiving, considering and approving the examined account of the preceding year;
 - (d) electing the Principal Officers and other members of the Committee
 - (e) appointing an examiner for the accounts;
 - (f) considering proposals to amend the Constitution in accordance with the requirements of Clause 11;
 - (g) considering and deciding on any Motions and (where relevant) amendments to motions of which due notice has been given to the membership;
- 6.2 A Special General Meeting may be called at any time by a Resolution of the Committee or on request signed by 50 or more of the members, stating the object of the meeting. Any meeting so convened or requested will be called by the General Secretary giving the other members fourteen (14) days' notice of the date, time, place and agenda.
- 6.3 The omission to inform any member of an Annual or Special General Meeting or non-receipt of such notice will not invalidate the proceedings of such meeting.

7 FINANCE

- 7.1 The financial year of MU3A will end on such date as the Committee decides, 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 within relevant statutory time limits.
- 7.2 The funds of MU3A must be paid into such accounts as the Committee may open in the name of MU3A. All transactions on such accounts must 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 transactions on any of MU3A's accounts and dual authorisation will normally be required for all transactions.
- 7.3 The Committee determines the financial controls and procedures to be followed by MU3A, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those must be observed at all times.
- 7.4 The funds belonging to MU3A must be applied only in furthering the charitable purpose.
- 7.5 No funds must 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 his duties for MU3A.

- 7.6 All proper costs, charges and expenses incidental to the management of MU3A and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of MU3A.

8 ACCOUNTING AND REPORTING

As required by the Charity Commission, the Committee must comply with its obligations under charity law, and observe applicable time limits with regard to:

- (a) the keeping of accounting records for MU3A;
- (b) the preparation and audit or independent examination of MU3A annual statements of account
- (c) the preparation of the annual trustees report;
- (d) the submission of the MU3A annual return to the Charity Commission;
- (e) the submission of the MU3A statement of accounts to the Charity Commission.

9 PROPERTY

- 9.1 All property of and held on behalf of MU3A must be applied in accordance with charity law.
- 9.2 Title to any property must be held on behalf of MU3A in such manner as the Committee thinks fit from time to time and in ways permitted by charity law.

10 LIABILITY OF COMMITTEE MEMBERS

No Committee member will be chargeable for loss caused by any act or thing done or omitted to be done by him/her or by any agent employed by him/her or by any other Committee member, provided reasonable supervision is exercised over any such agent, or by reason of any mistake or omission made in good faith by any Committee member, or by any matter or thing other than wilful and individual fraud or wrongdoing or wrongful omission on the part of the Committee member who is sought to be made liable.

11 ALTERATION TO THE CONSTITUTION

- (a) Subject to the following provisions of this clause, this Constitution other than Clause 12 and this clause, 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 and set out the details of the alterations proposed
- (b) 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:
 - i. At any time after specific consent has been received from the Third Age Trust;
 - ii. **or** 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.
- (c) No amendment may be made to clause 2 (the charitable purposes) without the prior consent in writing of the Charity Commission.
- (d) 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.

12 DISSOLUTION

- 12.1 If the Committee decides that it is necessary or advisable to dissolve MU3A it must call a Special General Meeting of MU3A, of which not less than twenty-one (21) days' notice (stating the terms of the resolution to be proposed) must be given. If the proposal is confirmed by a two thirds majority of those present and voting, the Committee will have the power to realise any assets held by or on behalf of MU3A. Any assets remaining after the satisfaction of any proper debts and liabilities must be given or transferred to:
- (a) any one or more local U3As, which are charities and have charitable purposes similar to those of MU3A as determined by the members of MU3A; or
 - (b) to the Third Age Trust (registered charity in England and Wales no. 288007)
- 12.2 A copy of the statement of accounts and relevant reports for the final accounting period of MU3A, must be sent to the Charity Commission if MU3A is registered.