

**Constitution of the Newport (SE Wales)  
University of the Third Age (U3A)  
A member of the Third Age Trust as an unincorporated association**

**1 NAME**

The name shall be "The Newport (SE Wales) U3A.  
In this constitution called "the U3A".

**2 OBJECTS AND POWERS**

**2.1 Objects**

The objects of the U3A are:

2.1.1 The advancement of education and, in particular, the education of older people and those retired from full time work by all means including associative activities conducive to learning and personal development.

**2.2 Powers**

2.2.1 In the furtherance of the above the 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 the U3A may think necessary for the promotion of the objects, subject to such consents as may be required by law.

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

2.2.3 Found and carry on schools and training courses and run lectures, seminars, conferences and courses.

2.2.4 Encourage and assist in the formation and operation of area and regional groupings together with other U3As.

2.2.5 Receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Objects of the U3A or any of them and to hold funds in trust for the same.

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

**3 MEMBERSHIP**

3.1 All persons interested in supporting the Objects of the Third Age Trust shall be admitted to membership at the approval of the Committee 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.

3.2 The Committee may terminate membership of any member if:

3.2.1 That member acts in a way which is prejudicial to the 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 MANAGEMENT**

- 4.1 The management of the U3A shall be vested in a Committee consisting of members whose duty it shall be to carry out its general policy and to provide for administration, management and control of the affairs and property of the U3A.
  - 4.1.1 The Committee shall consist of twelve members including the principal officers (Chairman, Vice Chairman, Secretary and Treasurer) .
  - 4.1.2 Not more than 2 (two) ordinary members may be co-opted by the Committee, in addition to the 12 normal members. They shall have full voting rights and their term of office shall expire at the next following Annual General Meeting.
  - 4.1.3 Persons who need not be members may be invited by the Committee to attend 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.
- 4.2 The election of principal officers and members of the Committee shall be by secret ballot at the Annual General Meeting of the U3A.
  - 4.2.1 Nominations to the Committee, duly agreed by the nominees, shall be proposed and seconded and delivered in writing to the Secretary 35 (thirty five) days before the date of the AGM.
  - 4.2.2
    - a) The Chairman may hold office for not more than 3 (three) years consecutively. He/she is not then eligible for nomination or election as the Chairman until one year has elapsed.
    - b) The Vice Chairman may hold office for not more than 3 (three) years consecutively. He/she is not then eligible for nomination or election as Vice Chairman until one year has elapsed. A retiring Vice Chairman may stand immediately for the office of Chairman (see 4.2.2 a).
    - c) The Treasurer may hold office for not more than 5 (five) years consecutively. He/she is not then eligible for nomination or election as Treasurer until one year has elapsed.
    - d) The Secretary may hold office for not more than 5 (five) years consecutively. He/she is not then eligible for nomination or election as Secretary until one year has elapsed.
    - e) Committee members hold office for 2 (two) years so that one half of the members of the committee retires each year but they are eligible for re-election.
  - 4.2.3 The newly elected Committee shall take office at the conclusion of the AGM.
  - 4.2.4 There shall be no fewer than 4 (four) Committee meetings a year.
  - 4.2.5 Committee members may resign office by giving not less than 21 (twenty-one) days notice in writing to the Secretary or the Chairman. The Committee has power to fill casual vacancies from the membership. Such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election.
  - 4.2.6 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.
  - 4.2.7 The quorum for any Committee meeting shall be 5, including at least one Princ. Officer.
- 4.3 Special Committee meetings may be called at any time by the Chairman or by any 2 (two) members of the Committee upon 7 (seven) days notice being given to all the Committee members of all the matters to be discussed.
- 4.4 The Committee may appoint sub-committees to which it may from time to time, and for such times as it determines, delegate the transaction of such matters, 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.

- 4.5 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.
- 4.6 The Secretary shall ensure that minutes are kept of all sub-committee, Committee and General Meetings.

## **5 ANNUAL AND SPECIAL GENERAL MEETINGS**

- 5.1 The Annual General Meeting shall be held once in every year and not later than 3 months after the end of the Financial Year (March 31<sup>st</sup>). At least 28 (twenty-eight) days notice shall be given in writing to members. A quorum shall be 20% of the paid up members. The business of the Annual General Meeting shall include:
  - 5.1.1 Receiving and approving the annual report;
  - 5.1.2 Receiving and approving examined accounts;
  - 5.1.3
    - a) Electing the Chairman, Vice-Chairman, Treasurer and Secretary (The Officers), who shall hold office for 1 (one) year until the next AGM (see 4.2.2, a, b, c, d);
    - b) Electing one half of the other members of the Committee who hold that office for 2 (two) years (see 4.2.2 e);
  - 5.1.4 Appointing an Examiner;
  - 5.1.5 Considering proposals to alter the constitution, subject to the requirements of Clause Nine;
  - 5.1.6 Considering any other business which has been published in the Agenda.
- 5.2 A Special General Meeting of the U3A may be convened at any time by a resolution of the Committee or upon a requisition signed by 1/5 (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 the U3A giving other members 14 (fourteen) days notice of such a meeting. There shall be a quorum when 20% of paid up members are present.
- 5.3 The Chairman of the U3A shall be the Chairman of any Committee or 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.
- 5.4 Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.

## **6 FINANCE**

- 6.1 All the income and property of the U3A shall be applied solely towards the Objects of the U3A and none of it shall be paid or transferred in any way to its Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the said U3A and repayment of reasonable and proper out of pocket expenses to members or Committee members incurred in the course of the work of the U3A.
  - 6.1.1 A bank or building society account shall be opened in the name of the U3A and withdrawals shall be made on the signature of 2 (two) Committee members, at least one of whom is a principal officer.

- 6.2 The 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 the U3A and be used at the discretion of the Committee. No form of permanent trading shall be undertaken to raise funds.
- 6.3 The financial year of the U3A shall end on 31 March in each year.
- 6.4 The Committee may appoint employees, either permanently or on fixed term contracts, who are not members of the Committee, as may from time to time be necessary for carrying out the work of the U3A and may fix their terms and conditions of employment. For purposes of employment law the Committee shall be the employer.
- 6.5 All proper costs, charges and expenses incidental to the management of the U3A and the membership of the Third Age Trust may be defrayed from the funds of the U3A.
- 6.6 The Treasurer shall keep accounts of all the monies received and expended on behalf of the U3A and shall prepare and publish accounts duly examined at the Annual General Meeting. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee.
- 6.7 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 omission made in good faith by any Committee member or by reason of any other 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.
- 6.8 The U3A will operate under the terms of a Finance Policy. The policy will be reviewed and agreed by the Committee at regular intervals.

## **7 PROPERTY**

Any property of the U3A shall be vested in Trustees appointed for this purpose or where the appointment of Trustees is not appropriate shall be deemed to be held jointly by all members of the Committee.

## **8 POWERS OF THE COMMITTEE**

- 8.1 All matters not provided for in this Constitution relating to the U3A and not involving an amendment to this Constitution shall be dealt with by the Committee.
- 8.2 During periods of exceptional circumstances the committee may:
  - 8.2.1 AGM
    - 8.2.1.a Defer the AGM until such time it is possible to hold a meeting;
    - 8.2.1.b Conduct the AGM using video or teleconferencing systems or by email/post;
    - 8.2.1.c Extend the term of the members of the committee, excluding Officers, whose term is due to expire until the following AGM.
  - 8.2.2 Hold committee meetings by video or teleconferencing systems as appropriate.
  - 8.2.3 Following Committee approval submit returns to outside organisations.

## **9 ALTERATION TO THE CONSTITUTION**

The provisions of this Constitution other than Clauses 2 and 10 and this Clause may be amended with the assent of not less than  $\frac{2}{3}$  (two thirds) of the members of the U3A present

and voting at a General Meeting of the U3A. Thirty-five (35) days notice shall be given in writing to the Secretary of any proposed amendment to the Constitution. Twenty-eight (28) clear days notice shall be given to the members stating the intention to put forward such a resolution. (No amendment shall be made which would cause the U3A to cease to be a charity.)

## **10 DISSOLUTION**

The U3A may at any time dissolve by a resolution passed by  $\frac{3}{4}$  (three quarters) majority of those present and voting at any meeting of the said U3A at which at least 21 (twenty-one) clear days notice, stating the intention to put forward such a resolution shall have been sent to all members of the U3A. If any assets remain after the satisfaction of all debts and other liabilities, such assets held by or in the name of the U3A shall be transferred to the Third Age Trust Registered Charity No. 288007.

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