

CONSTITUTION OF THE UNINCORPORATED MEMBERS ASSOCIATION NAMED BELOW, A MEMBER OF THE THIRD AGE TRUST

This constitution was adopted for Glasgow Southside u3a prior to its first AGM by its Steering Group members on 22nd September 2023.

We certify that this is a true copy.

Signed: _____
Officers *Chair of the meeting* *Secretary*

Notes

The constitution is in two parts:

- **Part 1** covers the purposes of the organisation and how its money and other property can be used. It also contains the powers to change the constitution and to wind the organisation up.
- **Part 2** sets out the administrative provisions for the organisation, including membership, the appointment of trustees, members and trustees' meetings and the powers available to the trustees in running the organisation.

The provisions in Part 1 can only be changed by a two-thirds majority of members present and voting at a General Meeting whereas those in Part 2 only require a simple majority to make changes.

The trustees of the organisation are the members of the Steering Group until the first AGM and the members of the main u3a committee thereafter (the 'Executive Committee').

Terminology

Associate member – a member of a separate u3a who wishes to attend meetings and participate in activity groups

Connected/unconnected – see section 32

Executive Committee – the governing committee that manages The u3a; its members are called trustees and are elected by the members of The u3a

General Meeting (GM) – a formal meeting of all members of The u3a, either an Annual General Meeting (AGM) or Special General Meeting (SGM)¹.

¹ A Special General Meeting is held for the consideration of non-recurring business that requires approval by members between AGMs.



Member – see section 8

Non-officer – a trustee who is not an officer, i.e. does not hold one of the roles listed as an “officer”

Officer – the following roles are deemed to be officers of The u3a: Chair, Vice Chair, Treasurer, Secretary

Proxy Notice – a form on which a member may specify another member to attend a GM and vote on their behalf

Trustee – any member of The u3a’s initial steering group or of the Executive Committee, regardless of role

Part 1

1. NAME

The name of the unincorporated members association is Glasgow Southside u3a, hereinafter referred to as ‘The u3a’. It is a member of the Third Age Trust, hereinafter referred to as ‘The Trust’ (registered charity number: 288007).

2. PROPERTY AND ASSETS

The u3a and its property and other assets will be administered and managed in accordance with this constitution by the Executive Committee.

3. PURPOSES

The purposes of the u3a are the advancement of education, and in particular the education of older people and those retired from full time work, by all means including associated activities conducive to learning and personal development, in the Southside of Glasgow.

In this constitution, “people in their Third Age” has the meaning set out above.

4. APPLICATION OF INCOME & PROPERTY

1. The income and property of The u3a shall be applied solely towards the promotions of its purposes.
 - a. A trustee is entitled to be reimbursed from the property of The u3a or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of The u3a.
 - b. A trustee may benefit from trustee indemnity insurance cover, as provided by The Trust.
2. None of the income or property of The u3a may be paid or transferred directly or indirectly to any member of The u3a. This does not prevent a member who is not also a trustee from receiving:
 - a. a benefit from The u3a in the capacity of a beneficiary of The u3a;
 - b. reasonable and proper remuneration for any goods or services provided to The u3a.

5. BENEFITS & PAYMENTS TO TRUSTEES & CONNECTED PERSONS

1. No trustee or connected person may:
 - a. buy or receive any goods or services from The u3a on terms preferable to those applicable to members;
 - b. sell goods, services or any interest in land to The u3a;
 - c. be employed by or receive any remuneration from The u3a.
2. A trustee or connected person may:
 - a. receive a benefit from The u3a in the capacity of a beneficiary provided that it is available generally to the beneficiaries of The u3a;
 - b. enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services;
 - c. receive interest on money lent to The u3a at a reasonable and proper rate which must not be more than the Bank of England base rate at the time of the loan
 - d. receive rent for premises let by them to The u3a (the amount of the rent and other terms of the lease must be reasonable and proper; the trustee concerned must withdraw from any meeting at which such a proposal or rent or other terms of the lease are under discussion).

6. DISSOLUTION

1. If the Executive 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 (stating the terms of the resolution to be proposed) shall be given.
2. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of The u3a. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:
 - a. any one or more local u3as, which have purposes similar to those of The u3a, as determined by the members of The u3a; or
 - b. to The Trust.

7. AMENDMENT OF CONSTITUTION

1. Subject to the following provisions of this clause, Part 1 of the Constitution 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.
2. Subject to the following provisions of this clause, Part 2 of the Constitution may be altered in any way by a resolution passed by a simple majority of the members present and voting at a General Meeting.
3. The notice of the General Meeting must include notice of the resolution, setting out the details of the alterations proposed.
4. The prior consent of The Trust must be requested for any proposed alterations to The u3a's constitution. The u3a may proceed with the proposed changes at any time after specific consent has been received from The Trust.
5. A copy of the resolution and revised Constitution shall be sent to The Trust within 21 days of it being passed.

Part 2

MEMBERSHIP

8. MEMBERSHIP

1. Membership of The u3a shall be open to individuals who are in their Third Age and are interested in participating in and furthering the work of The u3a, provided that they agree to abide by this constitution and any membership conditions and policies properly imposed by the Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual or Special General Meeting. No individual may be admitted to membership if the Executive Committee considers that they do not meet these conditions.
2. Membership is not transferable to anyone else.
3. Every individual member shall have one vote.
4. Members are bound by and shall observe any membership conditions and any disciplinary code of The u3a.
5. The Executive Committee shall keep a register of names and addresses of members of The u3a.
6. The Executive Committee may allow members of other u3as to become associate members on payment of the appropriate fee; such members have voting rights

9. TERMINATION OF MEMBERSHIP

1. Membership is terminated if:
 - a. the member dies;
 - b. the member resigns by written notice to the Executive Committee unless, after the resignation, there would be fewer than two members.
2. The Executive Committee may terminate the membership of any individual:
 - a. if annual membership or other fees are unpaid 2 months after the due date; or
 - b. by way of expulsion at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of The u3a.
3. Provided that in the case of proposed expulsion at the end of a disciplinary procedure, the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made.

GENERAL MEETINGS

10. GENERAL MEETINGS

1. The u3a must hold an Annual General Meeting (AGM) within 12 months of the date of approval of this constitution, unless this constitution replaces an earlier constitution in which case clause 10.2 applies.
2. An AGM must be held in each subsequent year and not more than 15 months may elapse between successive AGMs.
3. Online & hybrid general meetings:
 - a. A general meeting (whether an AGM or an SGM) may be held that allows attendance in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all other participants, either directly or through the Chair. Where the trustees determine that a GM is to be

held by electronic means, such determination shall be set out in the notice of the GM sent to members, together with details of how a member may participate in such meeting.

- b. Where the committee determines that a GM is to be held by electronic means only, such determination shall be set out in the notice of the GM sent to members, along with an explanation of the exceptional circumstances which require that the GM be held by electronic means only. The place of the meeting shall be deemed to be The u3a's registered office address.
 - c. For the purposes of this clause, 'exceptional circumstances' means circumstances which in the reasonable opinion of the Executive Committee render it impossible to hold an effective GM in person or by a combination of meeting in person and by electronic means.
 - d. All members attending a GM, whether in person, by proxy or by electronic means, shall count towards the quorum of the meeting.
 - e. Proceedings at a GM which includes using attending by electronic means will not be invalidated due to technical issues which prevent members from joining the meeting electronically, so long as a sufficient number of members is able to join the meeting to form a quorum.
4. All GMs other than AGMs shall be called Special General Meetings.
 5. The Executive Committee may call an SGM at any time.
 6. The Executive Committee must call an SGM if requested to do so in writing by at least 10 members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Executive Committee fails to hold the meeting within 28 days of the request, the members may proceed to call an SGM but in doing so they must comply with the provisions of this constitution.
 7. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of The u3a.

11. NOTICE FOR MEETINGS

1. If elections to the Executive Committee are required under this constitution, all members must be notified at least 28 clear days ahead of the election that nominations are requested and the closing date for receipt of nominations shall be at least 21 days after this notice is given.
2. If a resolution requiring the consent of two-thirds of the members will be proposed at the GM then all members must be notified at least 21 clear days ahead of that meeting.
3. The minimum period of notice required to hold any other GM is 14 clear days.
4. A GM may be called by shorter notice if it is so agreed by all members entitled to attend and vote.
5. The notice for a GM must specify the date, time and place of the meeting and the nature of the business to be transacted. If the meeting is an AGM, the notice must say so.
6. The notice must be given to all the members and to the trustees.
7. Accidental omission to give notice to any member of any General Meeting (including the AGM) shall not invalidate the proceedings.

12. QUORUM

1. No business shall be transacted at any GM unless a quorum is present.
2. A quorum is:

- a. 5 members present in person, by proxy or by electronic means who are entitled to vote upon the business to be conducted at the meeting, or
 - b. one-tenth of the total membership at the time, whichever is the greater.
3. For an AGM, if:
 - a. a quorum is not present within half an hour of the time appointed for the meeting; or
 - b. during a meeting, the quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
4. The trustees must re-convene the meeting and must give at least 21 clear days' notice of the re-convened meeting, stating the date, time and place of the meeting.
5. If no quorum is present at the re-convened meeting within 30 minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.
6. For an SGM called by request of the members, if a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

13. CHAIR

1. The Chair of The u3a shall be the Chair of any General Meeting at which they are present.
2. If there is no such person or they are not present within 15 minutes of the time appointed for the meeting, the Executive Committee members present shall have the power to elect a Chair for the meeting.
3. If there is only one trustee present, they shall chair the meeting.
4. If no trustee is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14. ADJOURNMENTS

1. The members present at a meeting may resolve that the meeting be adjourned.
2. The Chair of the meeting must decide the date, time and place at which the meeting is to be re-convened, unless those details are specified in the resolution.
3. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the original meeting had the adjournment not taken place.
4. If a meeting is adjourned by a resolution of the members for more than 7 days, at least 7 clear days' notice shall be given of the re-convened meeting, stating the date, time and place of the meetings.

15. VOTES

1. Each member present in person, by proxy or by electronic means shall have one vote.
2. If there is a tied vote, the Chair of the meeting has a single casting vote.
3. Voting
 - a. by proxy
a member may appoint another member as their proxy to attend a GM and vote on their behalf in accordance with clause 15.4;
 - b. electronic balloting
Where a meeting is to be held by or include electronic means, the trustee 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.

4. Proxies
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 GM in relation to which that person is appointed;
 - c. is signed by the member appointing the proxy, or is authenticated in such manners as the trustees may determine; and
 - d. is delivered to The u3a in accordance with section 29 [Notices].
5. The trustees may from time to time determine the form in which Proxy Notices should be submitted to The u3a in advance of any GM.
6. A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a GM shall be effective. It may comprise several copies each signed by one or more members.

EXECUTIVE COMMITTEE & OFFICERS

16. OFFICERS AND TRUSTEES

1. The u3a and its property shall be managed by the Executive Committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the Executive Committee are together called 'the trustees'.
2. The u3a shall have the following officers:
 - a. a Chair,
 - b. a Secretary, and
 - c. a Treasurer.

The u3a may also appoint up to 2 Vice Chairs as officers.
The officers shall by virtue of holding their office be members of the Executive Committee. An individual may only serve in one officer role at a time.
3. Every trustee must be a paid-up member of The u3a.
4. No one may be appointed a trustee if they would be disqualified from acting under the provisions of section 19.
5. No person may be proposed for appointment or serve as a trustee if they are currently serving as a trustee of any other local u3a.
6. The number of elected trustees shall be not less than 6 and not more than 12; the total number of trustees shall not exceed 15.
7. Transitional arrangements for election or selection of trustees:
 - a. The first trustees of The u3a (including officers) shall be those persons acting as a steering group at the conclusion of the meeting at which this constitution is adopted.
 - b. At any time up till the first AGM, the existing trustees may co-opt additional trustees up to the maximum specified in 16.6. The first trustees will serve until the first AGM when all will retire but be eligible for nomination and subsequent election.
 - c. Upon adoption of this constitution, The u3a will continue with the terms of membership for those trustees eligible to continue as trustees under The u3a's previous constitution with the proviso that all and any transitional arrangements end by the third AGM after this constitution is adopted.
8. Terms of service
 - a. The normal period of service for an elected trustee will be 3 years.

- b. One-third of elected trustees will stand down at each AGM. They may stand for re-election subject to the limits in 16.9 and 16.10;
- c. Following the election of trustees at the first AGM, the following transitional arrangements will apply:
 - i. The Executive Committee will agree which trustees shall retire after 1 year, 2 years, and 3 years;
 - ii. At least 1 officer will retire in each year;
 - iii. The Chair, Treasurer and Secretary will retire in different years.
9. Limits on periods of service: an individual may serve not more than two 3-year terms in officer roles.
10. The maximum total period of service of any trustee shall be 9 years in any combination of roles whether or not the periods of service are contiguous.
11. A trustee may not appoint anyone to act on their behalf at meetings of the trustees.

17. APPOINTMENT OF TRUSTEES

1. The u3a at its first AGM shall elect up to 12 trustees, including officers. At subsequent AGMs, The u3a shall elect up to 4 trustees, including officers.
2. The elected trustees may, at any time, co-opt up to 3 trustees who shall have full voting rights and hold office until the next AGM. A retiring co-opted member may be proposed for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution. The Executive Committee may alternatively reappoint such co-opted trustees for one additional year which may not extend beyond the following AGM or be excluded by clauses 16.9 or 16.10.
3. At the first AGM of The u3a, the serving officers and trustees shall retire from office. The members shall elect from amongst the membership individuals to serve as the officers. They shall also elect the remaining trustees. The term of office is up to one term from the date of that meeting, subject to the transitional arrangements in 16.8(c).
4. At subsequent AGMs, members shall elect from amongst the membership individuals to replace those officers who have retired. They shall also elect the remaining trustees to replace those who have retired. The term of office is up to one term from the date of that meeting, subject to the limits in 16.9 and 16.10. Where an elected officer or trustee replaces a person who has retired before the end of their term, that replacement officer or trustee shall serve only the remainder of the term of the person who retired.
5. No one may be elected a trustee or an officer at any AGM unless prior to the meeting The u3a is given a notice that is signed by²:
 - a. a member proposing a candidate for a specified role who is entitled to vote at the meeting;
 - b. an unconnected member³ seconding the same candidate for the same specified role who is entitled to vote at the meeting;
 - c. the person who is to be proposed to show their willingness to be appointed.
6. Nominations of candidates and the conduct of voting for appointments shall be dealt with in accordance with the Standing Orders of The u3a or, if there are no Standing Orders, as determined by the Executive Committee. However if there are insufficient candidates standing for the vacancies the Chair of the meeting may, as a last resort,

² The nomination may be written or be sent by email from the relevant member's recorded email address.

³ See section 31 for definition of connect/unconnected

appeal for any willing member present to agree to stand. A vote must be taken and carried by a simple majority for such an appeal for volunteers at the meeting to be permitted. Any willing candidate may then offer themselves and be proposed to the meeting for appointment in accordance with the Constitution.

7. In the event of a casual vacancy among elected or co-opted trustees, the Executive Committee may appoint a member of The u3a who is willing to be a trustee. A trustee so appointed shall have full voting rights and hold office only until the next AGM where they may stand for appointment at that meeting.
8. 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.

18. POWERS OF TRUSTEES

1. The management of The u3a shall be vested in the Executive Committee, which shall be the governing body of The u3a. The Executive Committee shall be responsible for the strategy and policies of The u3a, may exercise all the powers of The u3a and shall deal with the administration, management and control of the affairs and property of The u3a.
2. In furtherance of The u3a's purposes but not otherwise, the trustees may exercise the following powers to:
 - a. raise funds and to invite and receive contributions for The u3a by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
 - b. receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The u3a and its purposes and to hold and apply any funds so acquired for the purposes (subject to any restrictions on any such funds that were specified by the provider of those funds)
 - c. buy, take on lease or in exchange, hire or otherwise acquire any property (heritable and moveable) and to maintain and equip it for use;
 - d. sell, lease or otherwise dispose of all or any part of the property belonging to The u3a;
 - e. co-operate with other organisations and bodies, including but not limited to charities, voluntary bodies and statutory authorities;
 - f. support any other organisations with regard to the pursuit of The u3a's purposes;
 - g. appoint and constitute such advisory committees as the Executive Committee may think fit;
 - h. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
 - i. publish, supply and make available books, pamphlets, reports, leaflets, journals, instructional matter, educational materials and aids of all kinds, whether in printed, electronic or any other forms;
 - j. to establish or support any charitable trusts, associations or institutions formed for any of the purposes of The u3a;
 - k. associate and collaborate with other u3as and groupings of u3as (such as regional associations and networks) and The Trust in any way;
 - l. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - m. to obtain and pay for such goods and services as are necessary for carrying out the work of The u3a;

- n. to open and operate such bank and other accounts as the trustees consider necessary;
 - o. to do all such other lawful things as are necessary for the achievement of the purposes of the u3a.
3. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
 4. Any properly constituted meeting of the Executive Committee at which a quorum is present at the time the decision is made may exercise all the powers exercisable by the trustees.

19. DISQUALIFICATION & REMOVAL OF TRUSTEES

A trustee shall cease to hold office if they:

1. are disqualified by virtue of an unspent conviction in relation to deception or dishonesty, or is an undischarged bankrupt;
2. cease to be a member of The u3a;
3. in a written opinion given to the Executive Committee of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than 3 months;
4. notify in writing to the Executive Committee a wish to resign (but only if at least 6 members of 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);
5. are absent without the permission of the Executive Committee from 3 consecutive meetings and the Executive Committee resolve that their office be vacated;
6. are removed by resolution of the Executive Committee for significant misconduct under the Executive Committee Code of Conduct, which may only be passed after the completion of the disciplinary procedure set out in that Code; or
7. become a trustee of any other u3a.

20. PROCEEDINGS OF TRUSTEES

1. The Executive Committee shall hold at least 4 meetings each year.
2. Additional meetings may be called at any time by the Secretary on behalf of the Chair or by any two trustees, upon not less than 7 days' notice being given to other trustees 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.
3. The Executive Committee may appoint sub-committees including at least 2 trustees, 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. Section 23 (Delegation) describes how these operate.
4. Online trustees' meetings
A trustees' meeting or a sub-committee meeting may be held in person or by suitable electronic means agreed by the trustees or members of the sub-committee in which each participant may communicate with all the other participants.
5. The Chair shall chair the meetings and in their absence a Vice-Chair shall take over or, if there is no Vice-Chair present, the Executive Committee shall choose one of their number to be Chair of the meeting before any business is transacted.
6. Quorum
 - a. There shall be a quorum when at least one-third of the number of members of the Executive Committee or 3 trustees, whichever is the greater, are present at the meeting.

- b. No decision may be made by the Executive Committee unless a quorum is present at the time the decision is to be made.
 - c. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which the trustee is not entitled to vote.
 - d. If the number of trustees on the Executive Committee falls below the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a GM.
7. Every decision 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 Chair of the meeting shall have a casting vote in addition to their own vote.
 8. The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by this constitution or delegated to them in writing by the Executive Committee.
 9. 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 (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.
 10. No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by them or by any other trustee or by reason of any mistake or omission made in good faith by any trustee 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 Executive Committee member in question.

21. CONFLICTS OF INTEREST & CONFLICTS OF LOYALTIES

A trustee must:

1. declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with The u3a or in any transaction or arrangements entered into by The u3a which has not been previously declared; and
2. absent themselves from any discussions of the Executive Committee in which it is possible that a conflict will arise between their duty to act in the interests of The u3a and any personal interest (including but not limited to an personal financial interest). Any trustee absenting themselves from any discussion in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Executive Committee on the matter.

23. DELEGATION

1. The Executive Committee may delegate any of their powers to a sub-committee of 2 or more trustees. The terms of any such delegation must be recorded in the minutes. Such sub-committees may have additional members who are not trustees.
2. The Executive Committee may impose conditions when delegating, including the conditions that:
 - a. the relevant powers are to be exercised exclusively by the sub-committee to who they delegate;
 - b. no expenditure may be incurred on behalf of The u3a except in accordance with a budget previously agreed with the trustees.
3. The Executive Committee may revoke or alter a delegation.
4. All acts and proceedings of any sub-committees must be fully and promptly reported to the Executive Committee.

24. IRREGULARITIES IN PROCEEDINGS

1. Subject to 24.2, all acts done by the Executive Committee or a sub-committee shall be valid notwithstanding the participation in any vote of a trustee who:
 - a. was disqualified from holding office;
 - b. had previously retired or been obliged by the constitution to vacate office;
 - c. was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the attendees at a quorate meeting.
2. Clause 24.1 does not permit a trustee to keep any benefit that may be conferred upon them by a resolution of the Executive Committee or sub-committee if the resolution would otherwise have been void.
3. No resolution or act of the Executive Committee, sub-committee or The u3a in General Meeting shall be invalidated by reason of the failure of any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member.

25. MINUTES

1. The Executive Committee must keep minutes of all:
 - a. appointments of officers and other trustees made by the trustees;
 - b. proceedings at meetings of The u3a;
 - c. meetings of the Executive Committee and sub-committees
2. Minutes of committee meetings shall include:
 - a. the names of the trustees or sub-committee members present at the meetings;
 - b. the decisions made at the meeting; and
 - c. where appropriate, the reasons for the decisions.
3. Minutes will be available for inspection should a member request them.

FINANCE & PROPERTY

26. FINANCE

1. The financial year of The u3a shall end on such date as the Executive Committee shall decide.
2. The funds of The u3a shall be paid into such accounts as the Executive Committee may open in the name of The u3a. All transactions on such accounts shall be carried out in accordance with the terms of that account as agreed with the account provider and approved and accepted by the Executive Committee from time to time. Only members of the Executive Committee, authorised by the Executive Committee to do so, may arrange and authorise any transaction on any of The u3a's accounts and dual authorisation shall normally be required for all transactions.
3. The Executive Committee shall determine the financial controls and procedures to be followed by The u3a, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.
4. The funds belonging to The u3a shall be applied only in furthering its purposes.
5. 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 by a trustee in the discharge of their duties for The u3a.

6. All proper costs, charges and expenses incidental to the management of The u3a and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of The u3a.

27. ACCOUNTING & REPORTING

The Executive Committee shall:

1. keep accounting records for The u3a;
2. prepare annual statements of account for The u3a and an annual report of the Executive Committee to accompany those accounts;
3. arrange an external scrutiny of the annual accounts by an independent person who it considers to have the relevant ability and experience, prior to their presentation to the members at the AGM.

28. PROPERTY

1. All property of and held on behalf of The u3a shall be applied in accordance with its purposes.
2. Title to any property shall be held on behalf of The u3a in such lawful manner as the Executive Committee thinks fit from time to time.

OTHER MATTERS

29. NOTICES

1. Notices of meetings, documents and other communications from The u3a to a member must be in writing or (subject to 29.2) by electronic communication.
2. The u3a may send communications electronically provided that
 - a. The u3a wishes to do so;
 - b. the relevant member wishes to receive them in this way; and
 - c. provides an appropriate electronic address to The u3a.
3. It is the responsibility of a member to notify The u3a of any change to their electronic address and to comply with any security and other procedures determined by the Executive Committee for such communications.
4. A member may opt to return to hard copy communications at any time.
5. A member present in person, by proxy or by electronic means at any meeting of The u3a shall be deemed to have received notice of the meeting and of the purposes for which it was called.

30. RULES

1. The trustees may from time to time make rules or bye-laws for the conduct of their business.
2. The bye-laws may regulate the following matters but are not restricted to them:
 - a. the admission of members of The u3a and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b. the admission of associate members of The u3a, and the entrance fees, subscriptions and other fees or payments to be made by associate members;
 - c. the conduct of members of The u3a in relation to one another;
 - d. the procedure at GM and Executive Committee in so far as such procedure is not regulated by this constitution;
 - e. the keeping and authenticating of records (if regulations made under this clause permit records of The u3a to be kept in electronic form and requires a

trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated);

- f. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
3. The u3a in GM has the power to alter, add to or repeal the rules of bye-laws.
4. The Executive Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of The u3a.
5. The rules or bye-laws shall be binding on all members of The u3a. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

31. DISPUTES

If a dispute arises between members of The u3a about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

32. INTERPRETATION

In this constitution, the following persons are 'connected' to a trustee:

1. Any person:
 - a. to whom the trustee is married or who is the civil partner of a trustee, or
 - b. with whom the trustee is living as husband and wife or, where the trustee and other person are of the same sex, in an equivalent relationship.
2. Any child, parent, grand-child, grand-parent, sibling (and any spouse of any such person).

33. HONORARY PRESIDENT

1. The members of The u3a may (but do not have to) elect an Honorary President at a GM. If they do so, the person so appointed will serve until the next AGM.
2. A retiring Honorary President may be re-appointed for a further term. There is no limit on the number of terms that may be served.
3. The Honorary President shall not be deemed a member of the Executive Committee but may be invited to attend any Executive Committee meeting at the decision of the Executive Committee and shall be entitled to attend the AGM as a guest.

ADOPTION

34. VALIDATION UNTIL FIRST ANNUAL GENERAL MEETING

1. Until the first Annual General Meeting of The u3a takes place, this constitution shall take effect as if references in it to the trustees were references to the persons whose signatures appear at the bottom of the clause.
2. This constitution was validated and adopted for The u3a, prior to its first AGM, by its Executive Committee members on 22nd September 2023.



Name: _____ Signature _____

Name: _____ Signature _____

Name: _____ Signature _____

Name: _____ Signature _____

Name: _____ Signature _____

Name: _____ Signature _____

Name: _____ Signature _____

Name: _____ Signature _____

Name: _____ Signature _____

Name: _____ Signature _____

Name: _____ Signature _____