



**CONSTITUTION  
OF THE  
MAGHULL & LYDIATE  
UNIVERSITY OF THE THIRD AGE**

**AS AMENDED**

**4<sup>th</sup> May 2021**

**Registered Charity No: 1116576**



**CONSTITUTION OF THE MAGHULL & LYDIATE UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED ON THE 19<sup>th</sup> SEPTEMBER 2006.**

**1. NAME**

The name of the charity is The Maghull & Lydiate University of the Third Age, hereafter referred to as 'The U3A'.

**2. ADMINISTRATION**

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, herein referred to as 'The Committee', constituted by Clause 6 of this Constitution.

**3. CHARITABLE PURPOSE**

The Charitable Purpose of The U3A 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 Maghull and the surrounding area.

**4. POWERS**

In furtherance of the Charitable Purpose but not otherwise, The Committee may exercise the following powers to:

- 4i 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.
- 4ii Receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote the Charitable Purpose of The U3A and to hold funds in trust for the same.
- 4iii Buy, take on lease, or exchange, any property necessary for the achievement of the Charitable Purpose, and to maintain and equip it for use.
- 4iv Sell, lease, or dispose of all, or any part of the property of The U3A, subject to any consents required by law.
- 4v Co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Charitable Purpose, or of similar Charitable Purposes, and to exchange information and advice with them.
- 4vi Support any charitable trusts, associations, or institutions, formed in pursuit of the Charitable Purpose.
- 4vii Appoint and constitute such advisory committees as The Committee may think fit.
- 4viii Organize and run conferences, lectures, seminars and courses.
- 4ix Publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos.
- 4x Participate in, and assist in the development of area and regional groupings of U3As.

- 4xi Do all such other lawful things as are necessary for the achievement of the Charitable Purpose.

## 5. MEMBERSHIP

- 5i Membership of The U3A shall be open to individuals and to any corporate body or unincorporated association, 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.
- 5ii Every individual member shall have one vote.
- 5iii Each member organisation 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.
- 5iv The Committee may, and for good reason, terminate the membership of any individual or member organisation,
- a) if the annual membership or other fees are unpaid three months after the due date.
  - b) or if the member or member organisation, acts in a way which is prejudicial to The U3A, or to the running of The U3A.
  - c) or brings it into disrepute.

provided that the individual concerned, or the appointed representative of the member organisation concerned, shall have the right to be heard by The Committee. They can be accompanied by a friend, who may also speak, or make written representation, before a final decision is made.

## 6. THE COMMITTEE

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 the administration, management and control of the affairs and property of The U3A.

### 6i **Honorary President**

At the Annual General Meeting of The U3A the members may elect an Honorary President, if the creation of such a post has been agreed at a General Meeting. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Executive Committee, but may be invited to attend any Executive Committee meeting at the invitation of the Executive Committee.

### 6ii **Honorary Officers**

At the Annual General Meeting of The U3A the members shall elect from amongst themselves a Chairman, no more than two Vice-Chairman/men, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

6iii **The Committee**

The Committee shall consist of not less than 5 and not more than 14 members being:

- a) the honorary officers specified in the preceding sub-clause,
- b) not less than 1 and not more than 10 members elected at the Annual General Meeting, who shall hold office from the conclusion of that meeting.

6iv The Committee may, in addition, appoint not more than 4 co-opted members, who shall have full voting rights and have tenure until the next Annual General Meeting.

6v 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.

6vi Vacancies on The Committee, which arise through resignation, or termination, during the year can be filled from the membership and such an appointee shall complete the term of service of the member he, or she, is replacing, and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.

6vii 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.

6viii A member of The Committee shall cease to hold office if he or she:

- a) 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) becomes incapable, by reason of mental disorder, illness or injury, of managing and administering his or her own affairs.
- c) is absent without the permission of The Committee from 3 consecutive meetings and The Committee resolve that his, or her, office be vacated.
- d) 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) notifies, in writing, to The Committee, a wish to resign (but only if at least four members of The 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).
- f) ceases to be a member of The U3A voting rights, may stand for appointment to a first full term at that meeting.

## **7. ELECTION OF PRESIDENT, OFFICERS AND MEMBERS OF THE COMMITTEE**

7i The election of members of The Committee shall be held at the Annual

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General Meeting of the U3A.

- 7ii The newly elected Committee shall take office at the conclusion of the Annual General Meeting.
- 7iii The following terms of office shall apply to any Honorary President, and to the Officers and Members of the Committee:
  - a) any Honorary President elected at an Annual General Meeting will serve until the next Annual General Meeting. A retiring Honorary President may be reappointed for a further term. There is no limit on the number of terms that may be served.
  - b) the Treasurer and Secretary have a fixed three year term and may be reappointed for one further term without there being the need for any intervening period.
  - c) the Chair and Vice-chair(s) have a fixed three year term of office and may not be reappointed to the same office, but may stand for appointment to an alternative office for one further term without there being the need for any intervening period.
  - d) non-officers have a fixed three year term of office and may only be reappointed as a non-officer for one further term, after an intervening period of one year.
  - e) subject to the provisions laid out on limits of service and role combination, three terms of office will be the maximum service allowable.
  - f) for the avoidance of doubt, a Treasurer or Secretary who only serves one three year term may stand for appointment to an alternative office for a further term.
- 7iv If insufficient nominations are received to fill the vacancies for Officers and/or Committee members, 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 put themselves forward as a candidate for one of the vacancies. A vote must be taken on this motion and must be carried by not less than two thirds of the members present, for the request to be made.
- 7v In the absence of any nominations being received for one or more of the Honorary Officer posts, or in the event that no member of the newly elected committee is willing to take on one or more of the Officer positions, a majority decision can be taken by The Committee to ask the retiring officer(s) to remain in post until the next AGM.
- 7vi The Executive Committee may fill any casual vacancy arising amongst the Officers or non-Officer Executive Committee members, until the following Annual General Meeting. Any such appointee must be a member of The U3A. A person so appointed, who shall have full voting rights, may stand for appointment to a first full term at that that meeting.

## 8. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- 8i The Committee shall hold at least 4 ordinary meetings each year.
- 8ii A 'special' meeting may be called at any time by The Chairman, or by any

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two members of The Committee, upon not less than seven 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 twenty-one days' notice must be given.

- 8iii The Chairman shall chair the meetings and, in his or her absence, the Vice-Chairman shall take over, or if he or she is also absent The Committee shall choose one of their number to be Chairman of the meeting before any business is transacted.
- 8iv 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.
- 8v Every matter shall be determined by a majority of votes of the members of The Committee present and voting on the question, but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- 8vi 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.
- 8vii 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.
- 8viii The Committee may appoint sub-committees consisting of at least one of its members for the purpose of performing a 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.
- 8ix No Committee member shall be chargeable or bear any responsibility for any loss caused by any act done, or omitted to be done, by him/her or by any other Committee member, or by reason of any mistake or omission made in good faith by any Committee member, or by reason of any other matter other than willful 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.

## 9. FINANCE

- 9i The funds of The U3A including all donations, contributions and bequests, shall be paid into an account/accounts operated by The Committee in the name of The U3A at such bank as The Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 Committee Members.
- 9ii The funds belonging to The U3A shall be applied only in furthering the Charitable Purpose.
- 9iii No funds shall 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 in the course of work undertaken on behalf of The U3A.

- 9iv All proper costs, charges and expenses incidental to the management of The U3A and membership of The Third Age Trust may be defrayed from the funds of The U3A.

## **10. PROPERTY**

All property of The U3A shall be applied solely towards the Charitable Purpose 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 his/her designated role, until such time as the member's tenure of office ceases, or The Committee request its return.

## **11. ACCOUNTS**

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

- 11i The keeping of accounting records for The U3A;
- 11ii The preparation of annual statements of account for The U3A;
- 11iii The independent examination of the statements of account of The U3A;
- 11iv The transmission of the statements of account of The U3A to the Charity Commission.

## **12. ANNUAL REPORT**

The Committee 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.

## **13. ANNUAL GENERAL MEETING**

- 13i There shall be an Annual General Meeting of The U3A, which shall be held in the month of May in each year, or as soon as practicable thereafter, but not later than 15 months after the preceding Annual General Meeting.
- 13ii 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 the members of The U3A. All the members of The U3A shall be entitled to attend and vote at the meeting.
- 13iii Accidental omission to give notice to any member shall not invalidate the proceedings of the General Meeting.
- 13iv The Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year, for approval.
- 13v The Committee shall seek approval for the appointment of the independent examiner for the accounts.
- 13vi 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.



**14. SPECIAL GENERAL MEETING**

Acting on behalf of the Committee, or if at least one fifth of the members shall submit a written request specifying the relevant purpose, the Secretary shall call a Special General Meeting. At least 21 days' notice shall be given, and that notice must state the business to be discussed. There shall be a quorum when at least 10% of the members are present. Accidental omission to give notice to any member shall not invalidate the proceedings.

**15. PROCEDURE AT GENERAL MEETINGS**

- 15i The Secretary, or other person specially appointed by The Committee, shall keep a full record of proceedings at every General Meeting of The U3A.
- 15ii There shall be a quorum of at least 10% of members of The U3A present at any General Meeting.
- 15iii If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened at the request of the members, shall be dissolved. In any other case it shall be adjourned to a suitable day and time as The Committee may direct, provided 21 days' notice is given to all members. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
- 15iv The Chairman of The U3A shall be Chairman of the General Meeting at which he/she is present unless The Committee decides to ask the President to preside. In the absence of the proposed Chairman, The Committee shall have the power to elect a Chairman for the meeting.
- 15v If there is a tied vote The Chairman of the meeting should have a single casting vote.

**16. ALTERATIONS TO THE CONSTITUTION**

- 16i 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.
- 16ii No amendment may be made to Clause I (the name of the charity); Clause 3 (The Charitable Purpose Clause); Clause 17 (the Dissolution Clause) or this Clause without the prior consent, in writing, of the Charity Commission.
- 16iii No amendment may be made, which would have the effect of making the Charity cease to be a 'charity at law'.
- 16iv The Committee shall promptly send to the Charity Commission, a copy of any amendment made under this clause.

**17. DISSOLUTION**

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 in accordance with

the terms of Clause 14. If a proposal to dissolve The U3A is confirmed by a two thirds majority of those present and voting, the Committee shall have the power to realize any assets held by or on behalf of the Charity. Any assets that remain after the satisfaction of all proper debts and liabilities shall, as the members of The U3A may determine, be given or transferred to any such other local charitable institution or institutions as may have a Charitable Purpose similar to the Charitable Purpose of The U3A, or to the Third Age Trust Registered Charity No. 288007.

A copy of the statement of accounts, or other such statement, for the final accounting period of The U3A must be sent to the.

## 18. ONLINE MEETINGS

When necessary and at the discretion of Committee, meetings may be held using electronic "online" technology such as online conference facilities, excluding telephone conferencing technology due to the difficulty in obtaining a valid vote count. But may include with the agreement of Committee hybrid meetings, whereby participants who are unable to attend physically can attend online instead, so long as:

- 18i The technology gives all participants in the meeting reasonable opportunity to participate without being physically present in the same place.
- 18ii Members able to participate in this way are deemed "present" for the purpose of the meeting.
- 18iii Members must be given notice in an electronic communication using the existing time constraints detailed in the appropriate sections of the Constitution.
- 18iv Voting in an "online" AGM is to be via a technological means that provides the opportunity to participate in the vote in real time and for votes to be recorded and counted by technological means. Therefore voting, apart from Committee meetings, cannot be indicated by verbal means or by a show of hands.
- 18v Voting in an "online" Committee Meeting can be via a simple show of hands.
- 18vi This Clause [18] is to be read in conjunction with the various meeting requirements contained within Clauses 8, 13, 14 & 15 as previously detailed within the Constitution.

***To ensure legal compliance with the Third Age Trust's Terms and Conditions, M&L U3A are required to include the following clauses:***

### 18vii **Online and Hybrid General Meetings**

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 trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held using electronic means pursuant to clauses 8, 13, 14 & 15, 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.

18viii 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.

18ix 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.

18x Where a general meeting is to be held in person, the trustees 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.

18xi If the meeting is to be held solely by electronic means pursuant to clauses 8, 13, 14 & 15, the place of the meeting shall be deemed to be the charity's registered office address

18xii Proceedings at a general meeting held by electronic means pursuant to clause 15, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 15, 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 clauses 14 & 15 is able to join the meeting successfully.

18xiii **Voting**  
**(a) by proxy**

A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 15.

**(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 trustees 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.

18xiv **Proxies**

(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;

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- c) is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
- d) is delivered to the charity in accordance with clauses 8, 13, 14 & 15.

(2) The trustees may from time to time determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting.

18xv **Online Trustees' meetings**

A trustees' meeting or a meeting of a committee of the trustees may be held in person or by suitable electronic means agreed by the trustees or the members of the committee (as the case may be) in which each participant may communicate with all the other participants.

**19. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING**

Until the first Annual General Meeting takes place, this constitution shall take effect as if references in it to The Committee were references to the persons whose names appear at the bottom of this document.

This Constitution was adopted on the date mentioned above by the persons whose names are set out below:-

<b>Names:</b>	<b>Bill Howarth</b>	<b>Chairman</b>
	<b>Wally Higham</b>	<b>Treasurer</b>
	<b>Myra Campbell</b>	<b>Secretary</b>
	<b>Doris Cox</b>	<b>Social Secretary</b>
	<b>Wanda Leach</b>	<b>Membership Secretary</b>
	<b>David Kearney</b>	<b>Committee Member</b>
	<b>Brian Leach</b>	<b>Committee Member</b>

**DOCUMENT CONTROL TABLE**

<b>Document Title</b>	Constitution		
<b>Version Number</b>	1.1	<b>Status</b>	Final
<b>Originator's Name</b>	Linda Simms	<b>Position</b>	Secretary
<b>Committee/Sub Committee</b>	Committee		
<b>Master Document Controller</b>	Linda Simms & Tony Dodd		
<b>Date Approved</b>	04 MAY 2021	<b>Approved by</b>	Annual General Mtg.
<b>Date Effective</b>	04 MAY 2021	<b>Next Review Due</b>	As and when required

**REVISION HISTORY**

<b>Version</b>	<b>Date</b>	<b>Author</b>	<b>Notes</b>
<b>Adopted / Amended</b>	<u>ADOPTED</u> 19 SEPTEMBER, 2006  <u>PREVIOUSLY AMENDED</u> 29 APRIL, 2008 30 APRIL, 2013 28 APRIL, 2015 14 MAY, 2016 22 MAY, 2018		
V1.1	04 May, 2021 <i>(refer to AGM minutes 04/05/21)</i>	Tony Dodd	Amended the Charitable Purposes in line TAT/CC recommendations. Updated the Quorum requirements from 100 to 10% of Members. Added requirements to hold Online Meetings in line with CC/TAT recommendations