



CONSTITUTION

of Haywards Heath and District U3A
an unincorporated members association
and a member of the Third Age Trust

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CONSTITUTION

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PART 1

1. ADOPTION OF THE CONSTITUTION

This Constitution was adopted in its entirety by the membership at the AGM held on the ----- . This Constitution replaces all previous constitutions. The Association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

2. NAME

The name of the Association is “The Haywards Heath and District University of the Third Age (hereinafter referred to as “the charity”). (Registered Charity Number 1008994). It is a member of the Third Age Trust (hereinafter referred to as “The Trust”) (Registered Charity Number 288007).

3. OBJECT

The charity’s object (“the object”) is 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 area of Haywards Heath and its surrounding locality.

4. APPLICATION OF INCOME AND PROPERTY

4.1. Any property of the charity shall be deemed to be held jointly by all members of the Committee.

4.2. The income and property of the charity shall be applied solely towards the promotion of the object.

4.2.1. A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

4.2.2. A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity’s expense in accordance with, and subject to, the conditions in section 189 of the Charities Act 2011.

4.3. None of the income or property of the charity may be paid or transferred directly or indirectly to any member of the charity. All members, including Trustees, must have

regard to the U3A Guiding Principles which require all members to provide their time and services free of charge to each other.

5. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

5.1. General provisions – No charity trustee or connected person may:

- 5.1.1. buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public.
- 5.1.2. sell goods, services or any interest in land to the charity.
- 5.1.3. be employed by, or receive any remuneration from, the charity.
- 5.1.4. receive any other financial benefit from the charity; unless the payment is permitted by sub-clause 5.2 of this clause or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

5.2. Scope and powers permitting trustees' or connected persons' benefits.

- 5.2.1. A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that it is available generally to the beneficiaries of the charity.
- 5.2.2. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- 5.2.3. A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as "the base rate").
- 5.2.4. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6. DISSOLUTION

- 6.1. If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity.
- 6.2. The trustees must collect in all the assets of the charity and must pay, or make provision for, all the liabilities of the charity.
- 6.3. The trustees must apply any remaining property or money:
 - 6.3.1. Directly in line with the object.
 - 6.3.2. By transfer to any other U3A or U3As for purposes the same as, or similar to, the charity.
 - 6.3.3. In such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.

- 6.3.4. In **NO** circumstances shall the net assets of the charity be paid to or distributed among the members of the charity.
- 6.4. The trustees must notify both the Commission and the Trust promptly that the charity has been dissolved.
- 6.5. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.
- 6.6. The charity cannot continue to include the words or phrase University of the Third Age or U3A or any other similar configuration of words in its title or elsewhere if it ceases to be a member of the Trust.

7. AMENDMENT OF CONSTITUTION

- 7.1. The charity may amend any provision contained in Part 1 of this Constitution provided that:
 - 7.1.1. the prior written consent of the Trust has been obtained.
 - 7.1.2. the resolution is passed by not less than two thirds of the members present and voting at a general meeting. Twenty-one clear days' notice shall be given to the members stating the intention to put forward such a resolution.
- 7.2. No amendment shall be made which would cause the charity to cease to be a charity at law or alter the object if the change would undermine or work against the previous object of the charity.
- 7.3. No amendment may be made to clauses 3 (Object), 4 (Application of Income and Property), 5 (Benefits and payments to charity trustees and connected persons), 6 (Dissolution) or this clause without the prior consent in writing of the Commission and The Trust.
- 7.4. The charity may amend any provision contained in Part 2 of this Constitution provided that:
 - 7.4.1. The prior written consent of the Trust has been obtained.
 - 7.4.2. Any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
 - 7.4.3. A copy of the resolution amending this Constitution shall be sent to the Commission and to the Trust within twenty-on days of it being passed.

PART 2

8. MEMBERSHIP

- 8.1. Membership is open to individuals as described in Clause 3 provided they agree to abide by this Constitution and any membership conditions properly imposed by the trustees and to pay the annual subscription as determined by the trustees and approved by the membership at any AGM.
- 8.2. The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

- 8.2.1. The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 8.2.2. The trustees must consider any written representations the applicant may make about the decision. The trustees' decision, following any written representation, must be notified to the applicant in writing.
- 8.3. Membership is not transferable to anyone else.
- 8.4. The trustees must keep a register of names and addresses of the members.

9. TERMINATION OF MEMBERSHIP

Membership is terminated if:

- 9.1.1. The member dies.
- 9.1.2. The member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members.
- 9.1.3. Any sum due from the member to the charity is not made in full within two months of it falling due.
- 9.1.4. The member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - 9.1.4.1. Annual membership or other fees are unpaid for two months after the due date
or
 - 9.1.4.2. 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 charity and
 - 9.1.4.3. The appropriate steps have been taken according to the charity's or The Trust's procedures

10. TRUSTEES' MEETINGS

A trustees' meeting may be held in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

- 10.1. The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- 10.2. Any trustee may call a meeting of the trustees provided reasonable notice is given.
- 10.3. The secretary must call a meeting of the trustees if requested to do so by a trustee.
- 10.4. Questions arising at the meeting must be decided by a majority of votes.
 - 10.4.1. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
 - 10.4.2. No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. The quorum shall be two or the number nearest to two-thirds of the total number of trustees, whichever is the greater.

- 10.5. The person elected as the Chair shall chair meetings of the trustees. If the chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- 10.6. The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the trustees. Such delegation is acceptable via electronic communication if available.

11. GENERAL MEETINGS

- 11.1. The charity must hold an AGM within twelve months of the date of the adoption of this Constitution unless it replaces an earlier Constitution in which case sub-clause (2) applies.
- 11.2. An AGM must be held in each subsequent year and not more than fifteen months may lapse between successive AGMs.
- 11.3. All general meetings other than an AGM shall be called special general meetings (SGMs).
- 11.4. The trustees may call a SGM at any time.
- 11.5. The trustees must call a SGM if requested to do so in writing by at least ten members or one tenth of the membership whichever is the greater. Such request is acceptable via electronic communication if available. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a SGM but in so doing they must comply with the provisions of this Constitution.

12. NOTICE

- 12.1. If elections to the 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 the receipt of such nominations shall be at least 21 clear days after this notice is given.
- 12.2. If a resolution requiring the consent of two-thirds of the members will be proposed at the AGM, then all members must be notified at least 21 clear days ahead of that meeting.
- 12.3. The minimum period of notice required to hold any general meeting of the charity (other than to consider a resolution for which a two-thirds majority of the members is needed) is fourteen clear days from the date on which the notice is deemed to have been given.
- 12.4. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- 12.5. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so.
- 12.6. The notice must be given to all the members and to the trustees.

13. QUORUM

- 13.1. No business shall be transacted at any general meeting unless a quorum is present.
- 13.2. A quorum at a General Meeting is:
 - 13.2.1. 5 members present in person or by proxy who are entitled to vote upon the business to be conducted at the meeting or one tenth of the total membership at the time, whichever is the greater.
- 13.3. If:
 - 13.3.1. A quorum is not present within 30 minutes from the time appointed for the meeting; or
 - 13.3.2. During a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
 - 13.3.3. If a quorum is not achieved the trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
 - 13.3.4. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

14. CHAIR

- 14.1. General meetings shall be chaired by the person who has been elected as Chair.
- 14.2. If there is no such person or he or she is not present within ten minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- 14.3. If there is only one trustee present and willing to act, he or she shall chair the meeting.
- 14.4. If no trustee is present and willing to chair the meeting within ten 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.

15. ADJOURNMENTS

- 15.1. The members present at a meeting may resolve that the meeting shall be adjourned.
- 15.2. The person who is chairing 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.
- 15.3. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 15.4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

16. VOTES

- 16.1. Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 16.2. A resolution in writing, signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting, shall be effective. It may comprise several copies each signed by or on behalf of one or more members. Such resolution is acceptable via electronic communication if available – electronic signatures are also acceptable.

17. PROXIES

Proxies may only be validly appointed by notice in writing - such Proxy Notice is acceptable via electronic communication if available which:

- 17.1. states the name and address of the member appointing the proxy.
- 17.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed.
- 17.3. is signed by the member appointing the proxy or is authenticated in such manner as the trustees may determine and delivered to the charity in accordance with clause 33.

18. ONLINE AND HYBRID GENERAL MEETINGS

- 18.1. A general meeting (whether an AGM or SGM) may be held in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. Where the trustees determine that a general meeting is to be held by electronic means. 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.
- 18.2. 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.
- 18.3. If the meeting is to be held solely by electronic means. The place of the meeting shall be deemed to be the charity's registered office address.
- 18.4. Proceedings at a general meeting held by electronic means or a physical meeting at which procedures are put in place to allow members to attend electronically will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under clause 13.2 is able to join the meeting successfully.

18.5. **VOTING**

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.

19. **OFFICERS AND TRUSTEES**

- 19.1. The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this Constitution. The officers and other members of the committee shall be the trustees of the charity.
- 19.2. The charity should have the following officers – Chair, Vice-Chair (if possible), Secretary and Treasurer.
- 19.3. Every trustee must be a paid-up member of the charity.
- 19.4. All trustees shall be elected annually but may be re-elected subject to the provisions in sections 19.8 of this clause.
- 19.5. A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.
- 19.6. No-one may be appointed as a trustee if he or she would be disqualified from acting under the provisions of clause 20.
- 19.7. The number of trustees shall be not less than 5 and not more than 15.
- 19.8. **Terms of Office and limit on period of service:**
- 19.8.1. 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.
- 19.8.2. All trustees holding officer posts will stand for re-election every 3 years at the AGM. Such trustees can be re-elected to the same officer post for a maximum of 2 terms only whether or not the periods of service are contiguous. Such trustee may then hold another officer post or return to being a non-officer trustee serving on the committee for no more than a further 3 years.
- 19.8.2.1. In the event that an officer post cannot be filled at the end of the 6 year maximum period then, if the trustee is willing, s/he can continue in the post whilst a successor is actively recruited but such extension will be limited to 12 months only.
- 19.8.2.2. If a trustee has agreed to continue whilst a successor is actively recruited the time served will reduce the final period of time to serve on the committee to ensure the total period of service shall be no more than 9 years.
- 19.8.3. Ordinary non-officer trustees are elected for a period of one year but can stand for re-election annually for a period of 9 years.

20. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A member of the Committee shall cease to hold office if he or she:

- 20.1. Is disqualified from acting as a member of the Committee by virtue of charity law.
- 20.2. Ceases to be a member of the charity.
- 20.3. In the written opinion, given to the charity, 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 three months.
- 20.4. Is absent without the permission of the Committee from all their meetings held within a period of three consecutive months and the Committee resolves that the office be vacated.
- 20.5. Is removed by resolution of the Committee for significant misconduct under the Trustee Code of Conduct, which may only be passed after the completion of the disciplinary procedure set out in that Code.
- 20.6. Notifies in writing to the Committee a wish to resign giving not less than twenty-one days' notice to the Secretary or Chairman – but only if at least three trustees will remain in office when the notice of resignation is to take effect. Such notice is acceptable via electronic communication if available. The Committee is empowered to fill any vacancy for an Officer by appointment from within the committee. Any vacancy for a Committee member other than an officer shall be filled by the non-elected nominee who received the most votes at the last AGM. If there are no such nominees, the Committee has the power to fill such vacancies from the general membership. If anyone appointed under this clause wishes to continue on the Committee, he or she must stand for re-election at the next AGM.

21. APPOINTMENT OF TRUSTEES

- 21.1. The charity at each AGM shall elect up to 15 trustees (including officers).
- 21.2. The officers will normally be elected directly by the AGM
- 21.3. No-one may be elected a trustee or an officer at any AGM unless prior to the meeting the charity is given a notice that:
 - 21.3.1. is signed by a member proposing a candidate for a specified role who is entitled to vote at the meeting.
 - 21.3.2. is signed by an unconnected member seconding the same candidate for the same specified role who is entitled to vote at the meeting.
 - 21.3.3. is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 21.4. The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed the number fixed in accordance with clause 19.7 of this Constitution.
- 21.5. The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.
- 21.6. No person may be proposed for appointment or serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving

as an Officer or non-Officer member of the Executive Committee on any other local U3A.

22. POWERS OF TRUSTEES

The trustees must manage the business of the charity and have the following powers to further the objects (but not for any other purpose):

- 22.1. to raise funds for the charity or for a charity with the same or similar purposes. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- 22.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- 22.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011.
- 22.4. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land.
- 22.5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them and in particular with other U3As, clusters of U3As and The Trust.
- 22.6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the object.
- 22.7. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects or with any other U3A.
- 22.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- 22.9. to obtain and pay for such goods and services as are necessary for carrying out the work of the charity.
- 22.10. to open and operate such bank and other accounts as the trustees consider necessary.
- 22.11. to do all such other lawful things as are necessary for the achievement of the objects.
- 22.12. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- 22.13. Any properly constituted meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

23. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

A charity trustee must:

- 23.1. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any

transaction or arrangement entered into by the charity which has not been previously declared;

and

- 23.2. absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

24. DELEGATION

- 24.1. The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book. Such a committee may have additional members who are not also trustees.
- 24.2. The trustees may impose conditions when delegating, including the conditions that:
- 24.2.1. the relevant powers are to be exercised exclusively by the committee to whom they delegate.
 - 24.2.2. no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
 - 24.2.3. The trustees may revoke or alter a delegation.
 - 24.2.4. All acts and proceedings of any committees must be fully and promptly reported to the trustees.

25. IRREGULARITIES IN PROCEEDINGS

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- 25.1. who was disqualified from holding office.
- 25.2. who had previously retired or who had been obliged by the Constitution to vacate office.
- 25.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

26. DEFECTS IN APPOINTMENTS

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.

27. MANAGEMENT

- 27.1. The management of the charity shall be vested in a Committee which shall consist of:
- 27.1.1. at least five and not more than fifteen elected members, including the Officers (Chairman, Vice Chairman (where possible), Secretary and Treasurer).
 - 27.1.2. The elected trustees may, at any time, co-opt up to 3 trustees, within the total of 15, until the next annual general meeting and may reappoint such co-opted trustees for one additional period which may not extend beyond the following annual general meeting. Those trustees have full voting rights.
 - 27.1.3. Additionally, persons with special expertise, who need not be members, may be invited by the Committee to offer their services for such period as it may deem appropriate. Any such person will not have voting rights. Such persons may be engaged either permanently or on a fixed term contract. The trustees may fix their terms and conditions of employment and for the purposes of employment law the charity shall be the employer.
 - 27.1.4. There shall be no fewer than four Committee meetings a year. Any trustee may call a meeting of the trustees provided reasonable notice is given.
 - 27.1.5. The quorum for any Committee meeting shall be three or one third of the Committee members having voting rights, whichever is the greater. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote. No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
 - 27.1.6. At Committee meetings matters shall be decided by a simple majority of votes of Committee members present. In the event of an equality of votes the Chairman shall have a second or casting vote.
 - 27.1.7. Special Committee meetings may be called at any time by the Chairman or by any two members of the Committee upon seven days' notice being given to all the Committee members of all the matters to be discussed.
 - 27.1.8. The Committee may appoint sub-committees to which it may from time to time, and for such time as it determines, delegate such of its powers and functions as it thinks fit. Sub-committees shall report back to the Committee as soon as it is practicable on actions taken under delegated powers.
- 27.2. In furtherance of its object the charity trustees must manage the business of the charity and have the following powers in order to do so.
- 27.2.1. Raise funds, invite and receive contributions for HHU3A by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
 - 27.2.2. Receive donations, gifts, endowments, sponsorships, grants, legacies and subscriptions from persons desiring to support the HHU3A and its charitable purposes and to hold and apply any funds so acquired for

the charitable purposes (subject to any restricted funds being applied to the relevant restricted purpose);

- 27.2.3. 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 charity may think necessary for the promotion of the object.
- 27.2.4. Publish books, pamphlets, reports, leaflets, journals, films, videos and instructional matter, educational materials and aids of all kinds, whether in printed, electronic or any other form.
- 27.2.5. Organise, promote and participate in conferences, lectures, seminars, courses and educational events.
- 27.2.6. Associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust in any way;
- 27.2.7. Do all such other lawful things as may be necessary for the attainment of the object and so long as the HHU3A shall remain a registered charity adhere to the regulations and requirements of the Charity Commission.
- 27.2.8. All matters not provided for in the Constitution relating to the HHU3A and not involving an amendment to this Constitution shall be dealt with solely by the Committee.

28. ELECTIONS

- 28.1. Elections shall take place at the AGM
 - 28.1.1. Nominations to the Committee, including the Officers, duly agreed by the nominee, shall be proposed and seconded and delivered in writing to the Secretary at least two weeks before the date of the AGM. Such nominations are acceptable via electronic communication if available.
 - 28.1.2. The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed the number fixed in accordance with clause 19.7 of this Constitution.
 - 28.1.3. Newly elected Committee Members will take office at the conclusion of the AGM and be duly entered as Trustees with the Charity Commission.

29. MINUTES

The trustees must keep minutes of all:

- 29.1. appointments of officers and other trustees made by the trustees.
- 29.2. proceedings at meetings of the charity.
- 29.3. meetings of the trustees and committees of trustees including:
 - 29.3.1. the names of the trustees present at the meeting.
 - 29.3.2. the decisions made at the meetings.
 - 29.3.3. and where appropriate the reasons for the decisions.

30. FINANCE

- 30.1. All the income and property of the charity shall be applied solely towards its Object 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 employee, agent or servant of charity (other than a Committee member) and repayment of out-of-pocket expenses to members or Committee members incurred in the course of the work of the charity
- 30.2. The charity 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 HHU3A and used at the discretion of the Committee. No form of permanent trading shall be undertaken in raising of funds.
- 30.3. The financial year of the HHU3A shall end on the 31st July each year.
- 30.4. The subscription year shall commence on the 1st August each year. The annual subscription rate will be recommended by the Committee for approval by members at the annual AGM.
- 30.5. The Treasurer shall keep accounts of all the monies received and expended on behalf of the HHU3A and shall prepare and publish at the annual AGM such accounts, duly audited. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Committee and in line with the Finance Policy.

31. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN

- 31.1. The trustees must comply with their obligations under the Charities Act 2011 with regard to:
- 31.1.1. The keeping of accounting records for the charity
 - 31.1.2. The preparation of annual statements of account for the charity
 - 31.1.3. The transmission of the statements of account to the Commission
 - 31.1.4. The preparation of an Annual Report and its transmission to the Commission
- 31.2. The charity must supply to the Trust such information about its membership as the Trust may require for the purposes of the charity being a member of the Trust.
- 31.3. No Committee members shall be chargeable or responsible for loss caused by any thing or act done or omitted to be done by him or her or any agent employed by him or 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 or thing other than wilful and individual fraud or wrongdoing on the part of the Committee member who is sought to be made liable.

32. REGISTERED PARTICULARS

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

33. NOTICES

- 33.1. Any notice required by this Constitution to be given to or by any person must be:
- 33.1.1. In writing; or
 - 33.1.2. Given using electronic communications
- 33.2. The charity may give any notice to a member either;
- 33.2.1. Personally; or
 - 33.2.2. By sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 33.2.3. By leaving it at the address of the member; or
 - 33.2.4. By giving it using electronic communications to the member's email address
- 33.3. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of its purposes.
- 33.4. **Proof**
- 33.4.1. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
 - 33.4.2. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - 33.4.3. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

34. RULES

The trustees may from time to time make rules or byelaws for the conduct of their business. The byelaws may regulate the following matters but are not restricted to them:

- 34.1.1. The admission of members of the charity and the rights and privileges of such members, subscriptions and other fees or payments to be made by members
 - 34.1.2. The conduct of members of the charity in relation to one another, and to the charity's employees and volunteers
 - 34.1.3. The procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by this Constitution;
 - 34.1.4. The keeping and authenticating of records
 - 34.1.5. Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association
- 34.2. The charity in general meeting has the power to alter, add to or repeal the rules or byelaws.
- 34.3. The trustees must adopt such means as they think enough to bring the rules and byelaws to the notice of members of the charity

34.4. The rules or byelaws shall be binding on all members of the charity. No rule or byelaw shall be inconsistent with or shall affect or repeal anything contained in this Constitution.

35. DISPUTES

If a dispute arises between members of the charity 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.

36. INTERPRETATION

In this Constitution 'connected person' means: (1) a child, parent, grandchild, grandparent, brother or sister of the trustee; (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (a) above; (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above; (4) an institution which is controlled - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or (b) by two or more persons falling within sub-clause (4)(a), when taken together; (5) a body corporate in which: (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or (b) two or more persons falling within sub-clause 5(a) who, when taken together, have a substantial interest. (6) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause