



*CONSTITUTION OF THE UNIVERSITY OF THE THIRD AGE NORWICH,  
AN UNINCORPORATED MEMBERS ASSOCIATION,  
AND A MEMBER OF THE THIRD AGE TRUST*

REGISTERED CHARITY NUMBER: 1039057

This constitution was adopted by the membership  
at a Special General Meeting held on 9<sup>th</sup> July 2021

**1. NAME**

The name of the charity is The University of the Third Age Norwich (in this constitution called “u3a Norwich”)

**2. CHARITABLE OBJECTS**

The objects of u3a Norwich are 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 Norwich and its surrounding locality.

**3. ASSETS**

u3a Norwich and its property (real and personal) and other assets including funds (“assets”) shall be administered and managed in accordance with this constitution and in accordance with charity law by the members of the Committee, and the assets shall be vested in the members of the Committee as trustees.

**4. POWERS**

In furtherance of the charitable purposes but not otherwise, the Committee may exercise the following powers to:

- i. raise funds and to invite and receive contributions for u3a Norwich by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
- ii. receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support u3a Norwich and its charitable purposes and to hold and apply any assets so acquired for the

charitable purposes (subject to any relevant restrictions); however no form of permanent trading shall be undertaken in the raising of funds;

- iii. authorise the payment by u3a Norwich of all proper costs, charges and expenses incidental to the operations of u3a Norwich;
- iv. buy, take on lease or in exchange or otherwise acquire, hold and make use of any assets;
- v. sell, lease or otherwise dispose of all or any part of the assets of u3a Norwich, subject to any consents required by law;
- vi. co-operate with other charities, voluntary bodies and statutory authorities;
- vii. support any charitable organisations with regard to the pursuit of u3a Norwich's charitable purposes;
- viii. appoint and constitute such advisory committees as the Committee may think fit;
- ix. organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- x. 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;
- xi. associate and collaborate with other u3as and groupings of u3as (such as regional associations and networks) and The Third Age Trust in any way;
- xii. appoint employees of the Committee either permanently or on a fixed term contract, who are not members of the Committee, as may from time to time be necessary for carrying out the work of u3a Norwich, including fixing their terms and conditions of employment;
- xiii. do all such other lawful things as are appropriate to the pursuit of the charitable purposes and the delivery of benefit to the public in accordance with the charitable purposes, including dealing with all matters not provided for in this constitution relating to u3a Norwich which do not involve an amendment to this constitution.

## **5. MEMBERSHIP**

- i. All persons who support the Charitable Objects of u3a Norwich and are eligible shall be admitted to membership upon payment of the annual subscription, provided that they agree to abide by this constitution and any conditions properly imposed by the Committee.
- ii. Members are bound by and shall observe the members' code of conduct of u3a Norwich.
- iii. The Committee may terminate the membership of any individual:

- (a) who still owes money to u3a Norwich in respect of membership or other fees or income, after a period of time which shall normally be 1 month;

or

- (b) by way of expulsion at the end of the u3a Norwich disciplinary procedure for breach of the u3a Norwich members' code of conduct.

## **6. HONORARY PRESIDENT**

The members of u3a Norwich may elect an Honorary President at the Annual General Meeting. If they do so, the person so appointed will serve until the next Annual General Meeting. 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. The Honorary President shall not be deemed a charity trustee and shall not be a member of the Committee but may be invited to attend any Committee meeting at the decision of the Committee and shall be entitled to attend the Annual General Meeting as a guest.

## **7. MEMBERSHIP OF THE COMMITTEE**

A u3a Norwich member may become a member of the Committee by being elected in accordance with clause 8.ii; appointed in accordance with clause 8.iii; or co-opted in accordance with clause 8.iv. A person who is not a u3a Norwich member, or who is currently serving as a member of the board of trustees of any other u3a, may not be elected, appointed or co-opted to the Committee of u3a Norwich. All Committee members, including Officers, serve until the next Annual General Meeting when they must all stand down. However they may stand again to be Committee members, subject to the limitations on periods of service in clause 8.vii. Where a committee member is appointed or co-opted prior to an AGM and is then elected to the committee at that AGM, the periods of time in 8.vii will commence at the AGM.

## **8. COMMITTEE AND OFFICERS**

- i. The management of u3a Norwich shall be vested in the Committee, which shall be the governing body of u3a Norwich and its board of trustees for the purposes of charity law. The Committee shall be responsible for the strategy and policies of u3a Norwich, may exercise all the powers of u3a Norwich, and shall deal with the administration, management and control of the affairs and assets of u3a Norwich.

- ii. *Election to the Committee*

There must be at least 5 and not more than 12 members of u3a Norwich elected to the Committee at the Annual General Meeting; or elected at a Special General Meeting but only if numbers fall below the quorum for Committee meetings.

- iii. *Appointments to vacancies on the Committee*

The Committee may by appointment fill any vacancy arising among Committee members (whether originally elected, co-opted or appointed) to serve until the following Annual General Meeting. A person so appointed shall have full voting rights, and may stand for election to a first full term at that Annual General Meeting.

iv. *Co-option of Committee members*

The Committee may, in addition to elected and appointed members, co-opt up to two further members of the Committee to serve until the following Annual General Meeting. A person so co-opted shall have full voting rights, and may stand for election to a first full term at that Annual General Meeting.

v. *Invitations to participation on the Committee*

Persons who need not be members of u3a Norwich may be invited by the Committee to participate because of their special expertise. They shall not have voting rights or be trustees of the charity and their term of participation on the Committee shall expire at the next Annual General Meeting.

vi. *Officers*

The Officers shall be appointed by decision of the Committee at the first Committee meeting after an Annual General Meeting. The Officers, who must be members of the Committee, are the Chair, not more than two Vice Chairs, Treasurer and Secretary. A member of the committee may only serve in one Officer role at a time. The Chair must have at least six months' experience as a full voting member of the Committee, or such similar experience as the Committee deems appropriate, before taking office.

vii. *Terms of office and limits on periods of service*

Members of the Committee may serve for up to six consecutive one year terms (whether or not holding officer roles during that period). The offices of Chair and Vice Chair(s) may not be held by a member of the committee for more than three consecutive one year terms. However, the Treasurer and Secretary may serve for six such terms.

The committee has the power, where there is no reasonable alternative, to temporarily suspend the relevant limit in this sub-clause on the term of service for a particular officer role, in order to maintain performance of that role until it can be filled in compliance with the limit for the period until the following AGM only.

viii. *Nomination and election of candidates*

Nomination of a candidate for election as a member of the Committee at a General Meeting is required. Nomination consists of the candidate being proposed and seconded by members of u3a Norwich, and the names of the proposer and seconder must be published. The election of the committee will be conducted in accordance with the Standing Orders of u3a Norwich.

## **9. DEFECTS IN APPOINTMENTS**

The proceedings of the Committee shall not be invalidated by any vacancy among its members, including the Officers, or by any failure to appoint or any defect in the election, appointment, or co-option of a member or Officer, or in an invitation to a person to attend meetings of the Committee.

## **10. CESSATION OF OFFICE – COMMITTEE MEMBERS**

A member of the Committee shall cease to hold office in any of the following circumstances:

- i. disqualification from acting as a member of the Committee by virtue of charity law;
- ii. becoming incapable of being a trustee by reason of mental disorder, illness or injury;
- iii. absence from three consecutive Committee meetings, in which case the Committee may resolve that their Committee membership be ended;
- iv. by way of expulsion at the end of the u3a Norwich disciplinary procedure for breach of the u3a Norwich trustees' code of conduct;
- v. notification in writing to the Committee of a wish to resign;
- vi. ceasing to be a member of u3a Norwich;
- vii. becoming a member of the board of trustees of any other u3a.

## **11. MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

- i. The Committee shall hold at least 6 meetings each year. Its first meeting after the General Meeting at which the members were elected must be held as soon as possible after that General Meeting and in any case within one month of it.
- ii. Additional Committee meetings may be called at any time by the Secretary on behalf of the Chair or by any two members of the Committee, upon 7 clear days notice being given to all the Committee members of all the matters to be discussed, unless it concerns the co-option of a member or an appointment to fill a vacancy on the Committee, in which case not less than twenty one clear days notice must be given. In this constitution “clear days” means calendar days and excludes both the date on which notice is sent and the date of the meeting.
- iii. If the Chair is not present to chair a meeting a Vice-Chair shall do so or, if there is no Vice-Chair present, the Committee shall choose one of their number to chair the meeting before any business is transacted.
- iv. The quorum for any Committee meeting shall be four.

- v. Decisions shall be made by a simple majority of votes of the Committee members present. In the case of an equality of votes, the Chair shall have a casting vote.
- vi. The Committee shall ensure that minutes are taken of all its meetings and those of any sub-committees and are available for inspection should a member request it.
- vii. 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 (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.
- viii. The Committee may appoint sub-committees including at least one member of the Committee, for the purpose of performing any 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 sub-committees shall be fully and promptly reported to the Committee. The Committee shall authorise the terms of reference of sub-committees and may alter them from time to time. Sub-committees may make proposals to the Committee, but may not make decisions and they shall not have any expenditure authority.
- ix. No Committee member shall be chargeable or responsible for loss caused by any 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 although the employment of such agent was strictly not necessary or expedient 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.
- x. A committee meeting may be held with members attending by any combination of telephone, online technology, and being physically present in the same place, and “present” in clause 11 shall be interpreted accordingly. Any attendance method used must enable each committee member attending the meeting to communicate directly with all others attending. If some members are not physically present, the minutes of the meeting must record the details of the attendance method for each member, and why non-face to face attendance was considered necessary. Sub-clauses i. to ix. of clause 11 apply to committee meetings which consist of or include telephone and online participation.

## **12. FINANCE**

- i. The financial year of u3a Norwich shall end on such date as the Committee shall decide, provided always that the financial year must be in accordance with applicable charity law requirements and the annual accounts and trustees’ report must be submitted to the Charity Commission (if required by law) within relevant statutory time limits.

- ii. The funds of u3a Norwich shall be paid into such accounts as the Committee may open in the name of u3a Norwich. 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 Committee from time to time. Only members of the Committee, authorised by the Committee to do so, may arrange and authorise any transaction on any of u3a Norwich's accounts, and dual authorisation shall normally be required for all payments from a u3a Norwich account including payments made under the bankers' automated clearing system (BACS).
- iii. The Committee shall determine the financial controls and procedures to be followed by u3a Norwich, including but not limited to controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.
- iv. u3a Norwich's assets shall be applied only in furthering the charitable purposes.
- v. No assets shall be transferred in any way to a member, including a Committee member, except that payment may be made to a member or Committee member for reimbursement of reasonable and proper out of pocket expenses incurred by that member in the discharge of duties for u3a Norwich, or for repayment where appropriate of money paid to u3a Norwich by that member.
- vi. Annual membership fees will be due on 1<sup>st</sup> September each year. Any proposed change in the level of the annual membership fee must be voted on at a General Meeting. The committee may determine that new members joining between 1st October and the following 31st August shall pay a reduced proportion of the annual membership fee, including deciding whether a reduction is based on a pro-rata approach.
- vii. All proper costs, charges and expenses incidental to the management of u3a Norwich and membership subscriptions in respect of the Third Age Trust must be paid by u3a Norwich.

### **13. ACCOUNTING AND REPORTING**

The Committee shall comply with its obligations under charity law, and observe applicable time limits in the case of obligations to file items with the Charity Commission, with regard to:

- i. the keeping of accounting records for u3a Norwich;
- ii. the preparation of annual statements of account and a trustees' report for u3a Norwich;
- iii. the audit or independent examination of the statements of account of u3a Norwich (if required by law);
- iv. the making of a charity annual return to the Charity Commission;

- v. the transmission of the statement of accounts and trustees' report of u3a Norwich to the Charity Commission.

#### **14. PROCEDURE FOR GENERAL MEETINGS**

- i. All members of U3A Norwich (including those whose membership has not yet been terminated in accordance with clause 5.iii) are entitled to attend General Meetings (Annual General Meetings and Special General Meetings) and to vote on matters put to a vote at them.
- ii. The Committee shall give at least 21 clear days formal notice (the Notice) in writing of a General Meeting to all members of U3A Norwich, stating whether it is an Annual General Meeting or a Special General Meeting.
- iii. The Notice must include –
  - a. full details of how the meeting will be held and how members may attend it;
  - b. the business of the meeting including resolutions to be proposed;
  - c. the information that members may vote by proxy, and full information determined by the Committee to explain how proxy votes may be cast and to enable members to do so;
  - d. a Proxy Notice as specified in clause 14C;
  - e. where relevant, information about the election at the meeting of members of the Committee; and
  - f. where relevant, how to stand for election to the Committee.
- iv. The Chair of the Committee when present at a General Meeting shall chair the meeting. In the absence of the Chair of the Committee, the Committee members present may elect a Chair of the meeting. If no Committee member is present and willing to chair the meeting within fifteen 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.
- v. The quorum for a General Meeting shall be 10% of current members or 50 members, whichever is the fewer. Each member who has complied with the rules in clause 14C for voting by proxy shall count towards the quorum.
- vi. If within half an hour from the time appointed for the meeting a quorum is not present (including members who would have voted by proxy), the meeting if convened at the request of the members shall be dissolved. In any other case it shall be adjourned to another day and time as the Committee may direct provided 21 clear 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 (together with members who could have voted by proxy) shall be a quorum.

- vii. Except where clause 18.i or clause 19.i applies decisions will be by simple majority. If there is a tied vote, the Chair of the meeting has a casting vote.
- viii. The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of u3a Norwich.
- ix. Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- x. A General Meeting shall normally take place with simultaneous physical attendance by as many members as wish to be present (a Normal General Meeting). However, if it is the opinion of the Committee, or advised by central or local government or the Third Age Trust, that for safety reasons a General Meeting should not be held in this way, the Committee may arrange for an Online General Meeting to be held. Clause 14A sets out the additional rules applying only for Normal General Meetings. Clause 14B sets out the additional rules applying only for Online General Meetings.

#### **14A. PROVISIONS APPLYING TO A NORMAL GENERAL MEETING**

- i. The current members physically present shall count towards the quorum.
- ii. Voting by those physically present at a Normal General Meeting shall usually be by show of hands.

#### **14B. PROVISIONS APPLYING TO AN ONLINE GENERAL MEETING**

- i. An Online General Meeting may be held by suitable electronic means decided by the Committee in which each participant may communicate with all the other participants.
- ii. The current members present by suitable electronic means will count towards the quorum.
- iii. For an Online General Meeting the Committee shall determine the most available and practicable means to enable members to vote, and the Notice must contain full details of the voting method or methods.
- iv. The Committee may permit electronic balloting at an Online General Meeting as specified in clause 14D.
- v. The place of an Online General Meeting shall be deemed to be the address for U3A Norwich registered with the Charity Commission.
- vi. Both the Notice and the minutes of the meeting must contain an explanation of the exceptional circumstances which require it to be held by electronic means.

- vii. Proceedings at an Online General Meeting will not be invalidated due to technical issues which prohibit members from joining the meeting, so long as sufficient members to form a quorum under clause 14.vi are able to join the meeting successfully.

#### **14C. VOTING BY PROXY**

- i. Members may vote by proxy at a General Meeting, provided that the requirements in this clause have been met.
- ii. The Proxy Notice included with the meeting Notice must state which meeting it is to be used for, and must be in a form which enables a member to give the information required by sub-clause iii.
- iii. A Proxy Notice completed by a member wishing to vote by proxy must include –
  - a. the name, postal address and membership number of the member appointing the proxy;
  - b. the name and membership number of the member appointed to be the proxy, and a statement that he or she has agreed to be the proxy; and
  - c. the signature of the member appointing the proxy, or authentication in such other manner as the Committee may determine.
- iv. A member's Proxy Notice must be delivered to the Committee before the Online General Meeting takes place by whatever means are permitted in the meeting Notice.

#### **14D. VOTING BY ELECTRONIC BALLOTING**

- i. If an Online General Meeting is held the Committee may put in place for that meeting an electronic balloting mechanism to allow members present at the meeting to vote on any matters on which they could have voted if they were physically present at a Normal General Meeting.
- ii. If an electronic balloting mechanism is to be used, the Notice must include this information and a full explanation of the process.

#### **15. ANNUAL GENERAL MEETINGS**

- i. There shall be an Annual General Meeting of u3a Norwich which shall be held on such date as the Committee may determine in each calendar year.
- ii. The Committee shall present to each Annual General Meeting the trustees' report since the last Annual General Meeting and annual accounts of u3a Norwich for the preceding financial year.
- iii. At each Annual General Meeting the terms of office of all the existing Committee members will expire, and elections will be held for new Committee members to serve until the next Annual General Meeting.

- iv. The Committee shall seek approval for the appointment of any independent examiner or auditor for the accounts from the membership at the Annual General Meeting, if permitted or required to do so by charity law.

## **16. SPECIAL GENERAL MEETINGS**

A Special General meeting of u3a Norwich may be convened at any time by a resolution of the Committee or upon a requisition signed by 50 members stating the object of the meeting and requesting that the Committee call such a meeting to take place within 28 clear days.

## **17. NOTICES AND COMMUNICATIONS**

Notices of meetings, documents and other communications from u3a Norwich to a member may be sent by electronic communication to members who have provided an electronic address. A member may opt to return to hard copy communications at any time.

## **18. ALTERATIONS TO THE CONSTITUTION**

- i. Subject to the following provisions of this clause, 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. The notice of the General Meeting must include notice of the resolution, setting out the details of the alterations proposed.
- ii. The consent of the Third Age Trust must be requested for any proposed alterations to u3a Norwich's constitution. u3a Norwich may propose the changes to a General Meeting if:
  - (a) specific consent has been received from the Third Age Trust, or
  - (b) four weeks have passed since the consent request was delivered and the Third Age Trust has not notified u3a Norwich of any objection to the proposals.
- iii. No amendment may be made to clause 2 (the charitable objects) without the prior consent in writing of the Charity Commission.
- iv. No amendment may be made which would have the effect of making u3a Norwich cease to be a charity at law.
- v. Following any amendment made under this clause the Committee shall ensure that the Charity Commission is promptly notified.

## **19. DISSOLUTION**

- i. If the Committee decides that it is necessary or advisable to dissolve u3a Norwich it shall call a Special General Meeting of all its members. If the proposal is confirmed by a two-thirds majority of those present and voting, the Committee shall have power to realise any assets held by or on behalf of

u3a Norwich. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:

- (a) any one or more u3as, which are charities and have charitable purposes similar to those of u3a Norwich, as determined by the members of u3a Norwich; or
  - (b) to the Third Age Trust (registered charity in England and Wales no. 288007).
- ii A copy of the statement of accounts and relevant reports for the final accounting period of u3a Norwich must be sent to the Charity Commission.