

**CONSTITUTION OF THE DOWNE UNIVERSITY OF THE THIRD AGE (U3A), A MEMBER OF THE
THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION, FORMALLY ADOPTED ON 5
MARCH 2007**

1. NAME

The name of the charity is Downe University of Third Age, hereafter referred to '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 Executive Committee, constituted by clause 6 of the constitution.

3. OBJECTS

The objects of the U3A are

- I. To advance the education of the public and in particular the education of older people no longer in full time gainful activity in Downpatrick and its surrounding locality.
- II. To promote the education and well-being of members of Downe U3A.

4. POWERS

In furtherance of the Objects, but not otherwise, the Executive Committee may exercise the following powers.

- I. Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law.
- II. Power to receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Objects of the U3A and to hold funds in trust for the same.
- III. Power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- IV. Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the U3A.
- V. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them.
- VI. Power to support any charitable trusts, associations or institutions formed for all or any of the Objects.
- VII. Power to appoint or constitute such advisory committees as the Executive Committee may think fit.
- VIII. Power to organise and run conferences, lectures, seminars and courses.
- IX. Power to publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos.
- X. Power to participate in the development of area and regional groupings of the U3A's.
- XI. Power to do all such other lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

- I. Membership of the U3A shall be open to individuals who are interested in furthering the work of the U3A and who have paid the annual subscription as determined by the Executive Committee and confirmed by the membership at an Annual General Meeting and any corporate association which is interested in furthering the work of the U3A and has paid any annual subscription, provided that they agree to abide by this constitution and any conditions properly imposed by the Executive Committee.
- II. Every individual member shall have one vote.
- III. The Executive Committee may and for good reason terminate the membership of any individual or membership organisation if annual membership or other fees are unpaid within 3 months after the due date or the member acts in a way which is prejudicial to the U3A 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 Executive Committee accompanied by a friend who may also speak, or make written representation before the final decision is made.

6. EXECUTIVE COMMITTEE

The management of the U3A shall be invested in an Executive Committee, duly elected by the members in accordance with the provisions in Clause 7 (Election of Members of the Executive Committee).

- I. The Executive Committee shall provide for the administration, management and control of the affairs and property of The U3A.
- II. Members of the Executive Committee
The Executive Committee shall consist of a maximum of 8 members.
- III. Honorary Officers of the Executive Committee
 - a. At its first meeting after the relevant Annual General Meeting the Executive Committee shall elect from amongst its members a chairperson, a vice-chairperson, a secretary or secretaries and a treasurer each of whom shall hold and exercise office from the conclusion of that meeting.
 - b. Officers shall serve for a period of 2 years.
 - c. Retiring Officers may stand for re-election provided that no Officer may hold the office of Chairperson or Vice-Chairperson for more than 2 consecutive terms without an intervening period of at least one year except that a retiring Vice-chairperson may stand immediately for appointment to the office of Chairperson.
 - d. If, at its first meeting after the relevant Annual General Meeting there is an insufficient number of members of the Executive Committee who are willing to stand for appointment to the vacant offices, the Chairperson or acting Chairperson, as the case might be, of the meeting may as a last resort appeal to members of the Executive Committee to reconsider and to stand for appointment to one or more (as the case may be) of the vacancies.
 - e. In the event that no member of the Executive Committee is willing to stand for appointment as aforesaid, a majority decision (subject always to the provisions of Clause 8 v (Meetings and Proceedings of the Executive Committee) may be made by the Executive Committee to ask the retiring Officer or Officers (as the case may be) to continue in or to return to office (as the case may be) until the next Annual General Meeting.
- IV. The Executive Committee may in addition appoint not more than 2 co-opted members who shall have full voting rights and have tenure until the next Annual General Meeting.

- V. Persons who need not be members may be invited by the Executive 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.
- VI. Vacancies on the Executive Committee which arise through resignation or termination during the year can be filled from the membership by invitation from the Executive Committee 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.
- VII. 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.
- VIII. A member of the Executive Committee shall cease to hold office if he or she:
 - a. Becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs, as determined by the unanimous agreement of the remaining members of the Executive Committee.
 - b. Is absent without the permission of the Executive Committee from 3 consecutive meetings and the Executive Committee resolve that his or her office be vacated.
 - c. Is subject to a vote of no confidence from the Executive 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 Executive Committee.
 - d. Notifies in writing to the Executive Committee a wish to resign (but only if at least four members of the Executive Committee 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).

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- I. At each Annual General Meeting of The U3A duly convened and conducted in accordance with the provisions of clause 12 (Annual General Meeting), the members shall elect such number of members necessary to fill the available vacancy or vacancies on the Executive Committee.
- II. The new members of the Executive Committee, duly elected as aforesaid, shall take office at the conclusion of the Annual General Meeting at which they were elected.
- III. Members of the Executive Committee shall serve for a period of 3 years.
- IV. If insufficient nominations are received to fill the available vacancies on the Executive Committee, the continuing members of the Executive Committee may, as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether any member present is willing to reconsider and to put himself or herself forward for election to the Executive Committee. A vote must be taken on this motion and it must be carried by not less than two thirds of the members present before the request can be made.
- V. In the event that a member or members put(s) himself or herself forward for election as aforesaid, such member or members shall be elected in accordance with the provisions of Clause 12 (Annual General Meeting).
- VI. In the event that no member puts himself or herself forward for election as aforesaid, a majority decision may be taken by the continuing members of the Executive Committee to ask the retiring member or members to remain on the Executive Committee until the next Annual General Meeting and any such member shall take office at the conclusion of the Executive Committee meeting in question.

8. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- I. The Executive Committee shall hold at least 4 ordinary meetings each year.
- II. A special meeting may be called at any time by the Chairperson or by any two members of the Executive Committee upon not less than seven days notice being given to other members of the Executive 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.
- III. The Chairperson shall chair the meetings and in his or her absence the Vice-chairperson shall take over or if he or she is also absent the Executive Committee shall choose one of their number to be chairman or the meeting before any business is transacted.
- IV. There shall be a quorum when at least 3 members of the Executive Committee are present at the meeting, one of whom must be either Chair, Secretary or Treasurer.
- V. Where members of the Executive Committee fail to agree on matter, that matter 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 Chairperson shall have a second or casting vote.
- VI. The Executive Committee shall keep notes of the proceedings at meetings of the Executive Committee and any sub-committees and these notes shall be available for inspection should a member request it.
- VII. 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. No rule may be made which is inconsistent with this constitution.
- VIII. The Executive Committee may appoint sub-committees consisting of at least one member of the Executive Committee 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, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
- IX. No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him/her or by any other Executive Committee member or by reason of any mistake or omission made in good faith by any Executive Committee member 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.

9. FINANCE

- I. The funds of the U3A, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the U3A at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least 2 Executive Committee members.
- II. The funds belonging to the U3A shall be applied only in furthering the objects.
- III. No funds shall be transferred in any way to the 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 U3A work.
- IV. All proper costs, charges and expenses incidental to the management of the U3A and the membership of the Third Age Trust may be defrayed from the funds of the U3A.

10. PROPERTY

- I. All property of the U3A shall be applied solely towards to the objects of the U3A.
- II. Ownership of property is vested in The U3A and items may with the agreement of the Executive 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 Executive Committee request its return.

11. ACCOUNTS

The Executive Committee shall comply with their obligations with regard to:

- I. The keeping of accounting records for The U3A.
- II. The preparation of annual statements of account for The U3A.
- III. The independent examination of the statements of account of The U3A.

12. ANNUAL GENERAL MEETING

- I. There shall be an Annual General Meeting of the U3A which shall be held in the month of April in each year or as soon as practicable thereafter but not later than fifteen months after the previous Annual General Meeting.
- II. Every Annual General Meeting shall be called by the Executive 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 to vote at the meeting.
- III. Accidental omission to give notice to any member shall not invalidate the proceedings of any General Meeting.
- IV. The Executive Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.
- V. The Executive Committee shall seek approval for the appointment of the examiner for the accounts.
- VI. Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary of the Executive Committee at 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- VII. Any proposals to amend the constitution subject to clause 15 shall be considered at the Annual General Meeting and any other business published in the agenda.

13. SPECIAL GENERAL MEETING

- I. The Executive Committee may call a Special General Meeting of The U3A at any time and if at least 20% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting.
- II. At least 21 days notice must be given.
- III. The notice shall state the business to be discussed.

14. PROCEDURE AT GENERAL MEETINGS (INCLUDING ANNUAL AND SPECIAL GENERAL MEETINGS)

- I. The Secretary or other person specially appointed by the Executive Committee shall keep full record of proceedings at every General Meeting of the U3A.
- II. There shall be a quorum when at least 20% of the number of members of the U3A are present at any General Meeting.

- III. 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 case it shall be adjourned to a suitable date and time as the Executive 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.
- IV. If there is a tied vote, the Chairperson or President should have a single casting vote.

15. ALTERATIONS TO THE CONSTITUTION

- I. 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.
- II. No amendment may be made to clause 1 (name of the charity), clause 3 (the Objects clause), clause 17 (the dissolution clause) or this clause.
- III. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

16. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the U3A it shall call a 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. If the proposal is confirmed by 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 Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other such local charitable institution or institutions having objects similar to the objects of the U3A as the members of the U3A may determine or to the Third Age Trust Registered Charity No. 288007.

17. 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 Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed