



CONSTITUTION OF THE WREXHAM UNIVERSITY OF THE THIRD AGE (U3A)

(A MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION) as amended following agreement by the AGM held on 18th March 2025.

1. NAME

The name of the charity is WREXHAM U3A hereafter referred to as '**The U3A**'. (*Charity No. 1115693*)

2. ADMINISTRATION, PROPERTY AND ASSETS

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 7 of this constitution.

3. OBJECT OF THE CHARITY

"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."

4. POWERS

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

- (i) 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.
- (ii) receive donations, gifts, 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) buy, take on lease or exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
- (iv) sell, lease or dispose of all or any part of the property of the U3A, subject to any consents required by law.
- (v) 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) support any charitable trusts, associations or institutions formed for all or any of the Objects.
- (vii) appoint and constitute such advisory committees as The Committee may think fit.
- (viii) organise and run conferences, lectures, seminars and courses.
- (ix) publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos.
- (x) participate in and assist with the development of area and regional groupings of U3As.

(xi) do all such other lawful things as are necessary for the achievement of the Object.

5. MEMBERSHIP

- (i) Membership of the U3A shall be open to individuals *and 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.
- (ii) Every individual member shall have one vote.
- (iii) 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.
- (iv) The Committee may and for good reason terminate the membership of any individual *or* member organisation if annual membership or other fees are **unpaid 1 month** after the due date or if the member or member organisation acts in a way which is prejudicial to The U3A or to the running of 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 Committee accompanied by a friend who may also speak, or make written representation before a final decision is made.
- (v) Members are bound by and shall observe any membership conditions and any disciplinary code of the U3A.

6. HONORARY PRESIDENT

- (i) The members of The U3A may (but do not have to) 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 Executive Committee but may be invited to attend any Executive Committee meeting at the decision of the Executive Committee and shall be entitled to attend the Annual General Meeting.

7. EXECUTIVE COMMITTEE AND OFFICERS

- (i) The management of The U3A shall be vested in an Executive Committee, which shall be the governing body of The U3A and its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of The U3A, may exercise all the powers of The U3A and shall deal with the administration, management and control of the affairs and property of The U3A.
- (ii) There must be at least 5 and not more than 15 U3A members appointed to the Executive Committee. 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 of any other local U3A.

(iii) Officers

The Officers are the Chair, not more than two Vice Chairs, Treasurer and Secretary. The Officers shall by virtue of holding their office be members of the Executive Committee.
An individual may only serve in one Officer role at a time.

(iv) First appointment of Officers

The first Officers shall be appointed by decision of the Executive Committee and shall serve until the first Annual General Meeting. They shall retire at that meeting but anyone retiring may stand for re-appointment provided he/she remains a member of The U3A.

(v) First and subsequent appointment of other members of the Executive Committee

The rest of the initial Executive Committee (who must be members of The U3A) may take office as the constitution is adopted or be appointed by the serving members of the Executive Committee at any time between that date and the date of the first Annual General Meeting. The first non-Officer members of the Executive Committee shall serve until the first Annual General Meeting of The U3A. At the first and every subsequent Annual General Meeting the non-Officer members of the Executive Committee shall all retire. A retiring Executive Committee member may be re-appointed provided he/she remains a member of The U3A. A person may not serve more than six terms of office as a non-Officer member of the Executive Committee but can serve up to 3 years in another role.

(vi) Subsequent appointment of Officers

At the first and every subsequent Annual General Meeting of The U3A, the serving Officers shall retire from office, and the members shall elect from amongst the membership individuals to serve as the Officers. The term of office is one year from the date of that meeting until the next Annual General Meeting. A retiring Officer may be re-appointed provided he/she remains a member of The U3A and subject to the limits on periods of service set out below.

(vii) Chair – terms of office and limit on period of service

Subject to the provisions above regarding the first Officers, the term of office of the Chair is one year, from the Annual General Meeting at which he/she is appointed until the next Annual General Meeting. An individual may serve not more than three consecutive terms as Chair.

(viii) Limit on periods of service of the other Officers

The following limits apply to periods of service as Officers:

- (a) An individual may serve not more than six consecutive years as Treasurer or as Secretary. For the avoidance of doubt, if a Treasurer or Secretary serves this period, he/she could then stand for appointment in another role with a maximum of 9 years
- (b) An individual may serve not more than six consecutive years in any non-officer role.
- (c) An individual may serve not more than six years in various different Officer roles (subject to the provisions regarding the terms of office of the Treasurer and Secretary). For the avoidance of doubt, an individual who has served as a non-Officer member of the Executive Committee is permitted to then serve up to that six-year period in various different Officer roles.

(ix) Nomination and election of candidates

Prior written nomination of any candidate for appointment as an Officer or a non-Officer member of the Executive Committee at an Annual General Meeting shall normally be required, made by a proposer and seconder from amongst the membership of The U3A (not being themselves Officers or non-Officer members of the Executive Committee).

Nomination and AGM proposal forms will, for a March AGM, be in the November newsletter and also at the November monthly meeting and on the website. This may be varied, subject to the maintenance of the appropriate timescales, for an AGM in a different month. Nomination and proposal forms must be returned to the Secretary of The U3A by noon on the date forty-two days before the published date of the AGM. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot at the AGM. Otherwise, nomination of candidates and the conduct of voting for appointments shall be dealt with in accordance with the Standing Orders of The U3A or, if there are no Standing Orders, as determined by the Executive Committee. However, if there are insufficient candidates standing for the vacancies, the Chairman of the meeting may, as a last resort, appeal for any willing member present to agree to stand. A vote must be taken and carried by a simple majority for such an appeal for volunteers at the meeting to be permitted. Any willing candidate may then offer him/herself and be proposed to the meeting for appointment in accordance with the Constitution.

(x) Casual vacancies – Officers and Executive Committee

The Executive Committee may fill any vacancy arising amongst the Officers or the non-Officer Executive Committee members, until the following Annual General Meeting. Any such appointee must be a U3A member. A person so appointed may stand for appointment to a first full term at that meeting, provided he/she remains a member of The U3A.

(xi) Co-options to Executive Committee

The Executive Committee may in addition appoint not more than 3 co-opted members, making a maximum of 15 on the Executive Committee (who must be U3A members), who shall have full voting rights and hold office until the next Annual General Meeting. At that meeting a retiring co-opted member could be proposed for appointment to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution, provided, always, that an individual cannot be co-opted more than three times in succession.

(xii) 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.

(xiii) 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).

8. MEETINGS AND PROCEEDINGS OF THE COMMITTEE

- (i) The Committee shall hold at least 4 ordinary meetings each year.
- (ii) Additional meetings may be called at any time by the Chairman or by any 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.
- (iii) 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,
- (iv) A President elected by The U3A shall not be a member of The Committee and shall not have voting rights,
- (v) 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, (vi) Every decision 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.
- (vii) 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.
- (viii) 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. The rule changes may include, but not be limited to, the use of electronic communications for virtual meetings. No rule may be made which is inconsistent with this constitution.
- (ix) The Committee may appoint sub-committees consisting of at least one of its members 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 such sub-committees shall be fully and promptly reported to The Committee.
- (x) No 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 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 wilful 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

- (i) The financial year of the U3A runs from January 1st to December 31st.
- (ii) 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.
- (iii) The funds belonging to The U3A shall be applied only in furthering the object of the U3A.
- (iv) 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 U3A work.
- (v) 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 object 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: (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; and

(iv) 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 Commission.

13. ANNUAL GENERAL MEETING

(i) There shall be an Annual General Meeting of the U3A which shall normally be held in the month of **MARCH** in each year - or as soon as practicable thereafter but not later than 15 months after the preceding Annual General Meeting. The Committee may arrange for this meeting to be held electronically in exceptional circumstances and will make their reasons for this decision clear in any notice calling the AGM together with details as to how a member may take part in such a meeting.

(ii) Every Annual General Meeting shall be called by The Committee. The Secretary shall identify a preliminary date and time for the next AGM at the conclusion of an AGM. A schedule of key dates for arrangements that need to be made for a forthcoming AGM will be published at least ten weeks before the proposed date of the AGM and will be circulated through any appropriate established means of communication with members. At least 28 days' detailed notice of the Annual General Meeting will be given to all the members of The U3A. All the members of The U3A shall be entitled to attend in person or by any electronic means as established by the Committee for the meeting and vote at the meeting. The Committee may make arrangements for voting at the AGM to be by electronic means, by return of a voting paper or at the meeting itself. The voting mechanism/s to be used for the meeting will be set out in the notice calling the meeting. Members voting by any of the means identified will be deemed to be present at the meeting.

(iii) The Committee will decide the means of distribution of relevant papers for the meeting. Accidental omission to give notice to any member shall not invalidate the proceedings of the General Meeting.

(iv) The Committee shall present to each Annual General Meeting the report and accounts of The U3A for the preceding year for approval.

(v) The Committee shall seek approval for the appointment of the examiner for the accounts.

(vi) 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 by noon forty-two days before the date of the AGM. Should nominations exceed vacancies, election shall be by ballot.

Any proposals shall be considered by the Committee for inclusion on the AGM agenda. Any proposals from members must be in the hands of the Secretary by noon forty-two days before the date of the AGM.

14. SPECIAL GENERAL MEETING

(i) The Committee may call a Special General Meeting of the charity at any time and if at least 15% of the members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days notice shall be given. The notice must state the business to be discussed. The Committee will decide the means of distribution of relevant papers for the meeting. Accidental omission to give notice to any member shall not invalidate the proceedings of the Special General meeting. There shall be a quorum when 15% of the members are present. Accidental omission to give notice to any member shall not invalidate the proceedings. The meeting may be held by electronic means and, if so, the Committee will make clear their reasons for this decision in the notice calling the meeting together with details as to how a member may take part in such a meeting.

15. PROCEDURES AT ANNUAL AND SPECIAL GENERAL MEETINGS

- (i) The Secretary or other person specially appointed by The Committee shall keep a full record of proceedings at every General Meeting of The U3A.
- (ii) There shall be a quorum when at least a 15% 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 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. (iv) The Chairman or Vice Chairman of The U3A shall be the Chairman of the General Meeting at which he/she is present. In the absence of the Chairman or Vice Chairman, The Committee shall have the power to elect a chairman for the meeting.
- (v) If there is a tied vote the Chairman of the meeting should have a single casting vote.

16. ALTERATIONS TO THE CONSTITUTION

(Subject to the following provisions of this clause, the Constitution may be altered by a i) 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 proposal, setting out the terms of the alteration/s proposed.

(No amendment may be made to clause 1 ii) **(the name of the charity)** clause 3 **(the Object clause)** clause 17 **(the dissolution clause)** or this clause without the prior consent in writing of the Commissioners.

(iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

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

