

**CONSTITUTION OF THE MATLOCK AREA UNIVERSITY OF THE THIRD AGE** **(MAu3a)**

A MEMBER OF THE THIRD AGE TRUST AS AN INCORPORATED ASSOCIATION

This Constitution was adopted at MAu3a General Meeting

on Monday 18th March 2024

**1. Name**

 The name of the charity is **Matlock Area u3a** (‘MAu3a’). It is a member of the Third Age Trust (‘The Trust’) Registered Charity Number 288007.

## 2. Administration

 Subject to the matters set out below MAu3a and its property shall be administered and managed in accordance with this Constitution by the members of the elected Executive Committee (‘The Committee’), constituted by clause 6 of this Constitution.

## 3. Object

 The object of MAu3a (‘the Object’) is: the advancement of education, and in particular the education of older people and those who are retired from full time work in Matlock and its surrounding locality, 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:

1. 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;
2. receive donations, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to promote all or any of the Object of MAu3a and to hold funds in trust for the same;
3. buy, take on lease or exchange any property necessary for the achievement of the Object and to maintain and equip it for use;
4. sell, lease or dispose of all or any part of the property of MAu3a, subject to any consents required by law, co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Object or of similar charitable purposes and to exchange information and advice with them;
5. support any charitable trusts, associations or institutions formed for all or any of the Object;
6. appoint and constitute such advisory committees as The Committee may think fit;
7. organise and run conferences, lectures, seminars and courses.
8. publish books, pamphlets, reports, leaflets, journals and instructional matter and to produce films and videos;
9. participate in and assist in the development of area and regional groupings of The Trust;
10. do all such other lawful things as are necessary for the achievement of the Object.

## 5. Membership

1. Membership of MAu3a shall be open to individuals interested in furthering the Object of MAu3a, 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.
2. Every individual member shall have one vote.
3. The Committee may and for good reason terminate the membership of any individual or member organisation if annual membership or other fees are unpaid 3 months after the due date or if the member or member organisation acts in a way which is prejudicial to MAu3a or to the running of MAu3a 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.

## 6. The Committee

1. The management of MAu3a shall be vested in The Committee, consisting of members whose duty it shall be to carry out its general policy and to provide for the administration, management and control of the affairs and property of MAu3a.
2. At the Annual General Meeting of MAu3a the members shall elect from amongst themselves a Chair, a Vice-chair, a Secretary and a Treasurer (collectively ‘the Honorary Officers’) who shall hold office from the conclusion of that meeting.
3. The members of MAu3a may also elect a President, if the creation of such a post has been agreed at a General Meeting.
4. The Committee shall consist of not less than 5 and not more than 12 members being:
5. the Honorary Officers specified in the preceding sub-clause 6. 2. and
6. not less than 1 and not more than 8 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
7. The 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.
8. Persons who need not be members may be invited by The Committee to serve because of their special expertise. They shall have no voting rights and their term of service shall expire at the next Annual General Meeting.
9. Vacancies on The Committee which arise through resignation or termination during the year can be filled from the membership and such an appointee shall complete the term of service of the member he or she is replacing and shall be eligible for re-election in the prescribed manner at the next Annual General Meeting.
10. 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.
11. A member of The Committee shall cease to hold office if he or she:
12. 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);
13. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
14. is absent without the permission of The Committee from 3 consecutive meetings and The Committee resolve that his or her office be vacated;
15. is subject to a vote of no confidence from The Committee as a result of actions which bring MAu3a into disrepute or conduct prejudicial to MAu3a or failure to abide by the terms of this Constitution or decisions of The Committee.
16. notifies in writing to The Committee a wish to resign (but only if at least 4 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).

## 7. Election of Members of The Committee

1. The election of members of The Committee shall be held at the Annual General Meeting of MAu3a.
2. The newly elected members of The Committee shall take office at the conclusion of the Annual General Meeting.
3. Honorary Officers shall serve for a period of 3 years and members of The Committee for a period of 3 years. Retiring Honorary Officers may stand for re-election provided that no-one may hold the office of Chair or Vice-Chair for more than 6 consecutive years without an intervening period of at least one year except that a retiring Vice-Chair may stand immediately for the post of Chair.
4. If insufficient nominations are received to fill the vacancies for Honorary Officers and/or members of The Committee, The Committee may as a last resort, appeal to the assembled members at the Annual General Meeting for permission to ask whether anyone present is willing to reconsider and put themselves forward as a candidate for one of the vacancies. A vote must be taken on this motion and must be carried by not less than two thirds of the members present for the request to be made.
5. In the event of no nominations being received for one or more of the Honorary Officer posts or no newly elected member of The Committee being willing to take on one or more of the Honorary Officer positions a majority decision can be taken by The Committee to ask the retiring officer to stay until the next AGM.

## 8. Meetings and Proceedings of The Committee

## The Committee shall hold at least 4 ordinary meetings each year.

1. A special meeting may be called at any time by the Chair or by any 2 members of The Committee upon not less than 7 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 21 days’ notice must be given.
2. The Chair shall chair the meetings and in his or her absence the Vice-Chair shall take over or if he or she is also absent The Committee shall choose one of their number to be chair of the meeting before any business is transacted.
3. A President elected by MAu3a shall not be a member of The Committee and shall not have voting rights.
4. There shall be a quorum when at least one third of the number of members of The Committee for the time being or 3 members of The Committee whichever is the greater, are present at the meeting.
5. Every matter shall be determined by a majority of votes of the members of The Committee present and voting on the question but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
6. 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.
7. The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this Constitution.
8. 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.

10.No member of The Committee shall be chargeable or responsible for loss caused by any act done or omitted to be done by him/her or by any other member of The Committee or by reason of any mistake or omission made in good faith by any member of The Committee 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 member of The Committee in question.

## 9. Finance

1. The funds of MAu3a, including all donations, contributions and bequests, shall be paid into an account or accounts operated by The Committee in the name of MAu3a at such bank as The Committee shall from time to time decide. All online transactions above £250 (two hundred and fifty pounds sterling) in value require the approval of 2 members of The Committee (usually the Treasurer and one other member of The Committee) before payment is made.  All cheques drawn on the account must be signed by 2 members of The Committee who are authorised signatories to the account.
2. The funds belonging to MAu3a shall be applied only in furthering the Object.
3. No funds shall be transferred in any way to members of The Committee, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of pocket expenses incurred in the course of MAu3a work.
4. All proper costs, charges and expenses incidental to the management of MAu3a and membership of The Trust may be defrayed from the funds of MAu3a.

## 10. Property

 All property of MAu3a shall be applied solely towards the Object of MAu3a. Ownership of property is vested in MAu3a and items may with the agreement of The Committee be transferred on a temporary basis to a nominated member’s home in pursuance of the 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:

1. The keeping of accounting records for MAu3a.
2. The preparation of annual statements of accounts for MAu3a.
3. The independent examination of the statements of accounts for MAu3a.
4. The transmission of the statements of account of MAu3a 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**

1. There shall be an Annual General Meeting of MAu3a which shall 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.
2. Every Annual General Meeting shall be called by The Committee. The Secretary shall give at least 21 days’ notice of the Annual General Meeting to all members of MAu3a. All the members of MAu3a shall be entitled to attend and vote at the meeting.
3. A General Meeting (whether an Annual General Meeting or a special General Meeting) may be held that allows attendance in person or by suitable electronic means.
4. Where a meeting is to be held in person The Committee may set out a procedure in the notice of meeting which allows all members to vote. Voting at a General Meeting shall include members physically present in person, and those who vote by electronic means or by proxy. Both those present and those votes cast will count towards the quorum for the relevant meeting.
5. In exceptional circumstances The Committee can determine that an annual or General Meeting can be held by electronic means only. In this case the members will be informed by due notice, with an explanation of the exceptional circumstances. For the purposes of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of The Committee render it impossible to hold an effective General Meeting in person.
6. Accidental omission to give notice to any member shall not invalidate the proceedings of the General Meeting.
7. The Committee shall present to each Annual General Meeting the report and accounts of MAu3a for the preceding year for approval.
8. The Committee shall seek approval for the appointment of the examiner for the accounts.
9. Nominations for election to The Committee must be made by members in writing and must be in the hands of the Secretary of The Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

10. Any proposals to amend the Constitution subject to clause 16 shall be considered at the Annual General Meeting and any other business published in the agenda.

## 14. Special General Meeting

 The Committee may call a Special General Meeting of MAu3a at any time or if at least 20 per cent of the members request such a meeting in writing, which must state the business to be considered, the Secretary shall call such a meeting. At least 21 days’ notice shall be given. There shall be a quorum when 10 per cent or more of the members are present. Accidental omission to give notice to any member shall not invalidate the proceedings.

**15. Procedure at General and Annual Meetings**

1. The Secretary or other person specially appointed by The Committee shall keep a full record of proceedings at every General Meeting of MAu3a.
2. There shall be a quorum when at least 10 per cent of the number of members of MAu3a is present at any General Meeting.
3. 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 another 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.
4. The Chair of MAu3a shall be the Chair of the Meeting at which he/she is present unless The Committee decides to ask the President to preside. In the absence of the proposed Chair, The Committee shall have the power to elect a chair for the meeting.
5. If there is a tied vote the Chair of the meeting shall have a single casting vote.

**16. Alterations to the Constitution**

1. 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/s proposed.
2. No amendment may be made to clause 1 (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.
3. No amendment may be made which would have the effect of making MAu3a cease to be a charity at law.
4. 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 MAu3a it shall call a Special General Meeting of all members of MAu3a, 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 a 75 percent majority of those present and voting The Committee shall have the power to realise any assets held by or on behalf of MAu3a. 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 object similar to the Object of MAu3a as the members of MAu3a may determine, or to The Trust. A copy of the statement of accounts or account and statement, for the final accounting period of MAu3a must be sent to the Charity Commission.

This Constitution was adopted on 29 October 2007 by the persons listed below and whose signatures appear on the original document.

Frank Hemming (Chair), John Oldfield (Secretary), Martin Eyre (Membership Secretary), Maudie Behrens, Elizabeth Chisnall, Terry Cotterill, Barbara Davey, Miles Ellis, Jim Hockenhull, Margaret Seymour, Sharon Shirley.

It was revised April 2009; March 2013; March 2018; August 2023 and this revision was presented by Liz Walker (Chair) and adopted by the MAu3a members at the MAu3a Annual General Meeting in March 2024