
Constitution of the Hayling Island University of the Third age (U3A), a member of the Third Age Trust as an unincorporated association, formally adopted on 29th March 2006

As amended:

- 16 September 2010
- 19 September 2013
- 17 September 2015
- 20 September 2018

1. Name

The name of the charity is Hayling Island University of the Third Age hereinafter referred to as 'The HIU3A'.

2. Administration

Subject to the matters set out below, The HIU3A and its property and other assets shall be administered and managed in accordance with this constitution, by the members of The Executive Committee.

3. Charitable purpose

The charitable purpose of The HIU3A is:

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 on Hayling Island.

The Charitable purpose of The HIU3A may only be altered with the prior consent of the Charity Commission.

4. Powers

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

1. Raise funds and to invite and receive contributions for The HIU3A by any lawful means provided that in doing so any applicable requirements of the law shall be met.
2. Receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The HIU3A and its charitable purpose and to hold and apply any funds so acquired for charitable purposes (subject to any restricted funds being applied to the relevant restricted purpose).

3. Buy, take on lease or exchange any property necessary for the achievement of the Objects and to maintain and equip it for use.
4. Sell, lease or otherwise dispose of all or any part of the property of The HIU3A, subject to any consents required by law.
5. Co-operate with other charities, voluntary bodies and statutory authorities.
6. Support any charitable organisations with regard to the pursuit of The HIU3A's charitable purposes.
7. Appoint and constitute such advisory committees as The Executive Committee may think fit.
8. Organise, promote and participate in conferences, lectures, seminars and courses and educational events.
9. 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.
10. Associate and collaborate with other U3As and groupings of U3As (such as Regional Associations and networks) and the Third Age Trust in any way.
11. 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.

5. Membership

1. Membership of The HIU3A shall be open to individuals who are in their Third Age and are interested participating in and furthering the work of 'The HIU3A', provided that they agree to abide by this constitution and any conditions properly imposed by The Executive Committee and to pay the annual subscription as determined by The Executive Committee and approved by the membership at an Annual or Special General Meeting. No individual may be admitted to membership of The Executive Committee considers they do not meet these conditions.
2. Every individual member shall have one vote.
3. Members are bound by and shall observe any membership conditions and any disciplinary code of The HIU3A.
4. The Executive Committee may terminate the membership of any individual:
 - a. if annual membership or other fees are unpaid 3 months after the due date
 - b. by way of expulsion at the end of disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of The HIU3Aprovided that in the case of proposed expulsion at the end of a disciplinary procedure, the individual concerned shall have the right to be heard by The Executive Committee accompanied by a friend acting in their personal capacity who may also speak, or make written representation before a final decision is made.
5. Members of other U3A may attend the monthly general meetings of The HIU3A without entry fee, on presentation of a current membership card.
6. A member of another U3A seeking to join an Interest Group shall be invited to become an Associate member of The HIU3A on payment of a subscription at a rate to be determined from time to time by The Executive Committee. An associate member:
 - a. shall have voting rights at an Annual or Special General Meeting
 - b. shall rank equally with The HIU3A Members for access to groups, e.g. placement on a waiting list; or in the formulation of groups

- c. as a member of a group shall receive the same benefits and accept the same responsibilities as members of The HIU3A e.g. with regard to financial contributions: and shall observe the provisions of The HIU3A constitution
- d. may at any time transfer to full membership of The HIU3A on payment of an appropriate subscription

6. Honorary president

A retiring Chairman shall become Honorary President of The HIU3A. Any current President shall become a Honorary Past President.

1. The President shall be an ex-officio member of The Executive Committee.
2. A Past President may by invitation of The Executive Committee continue as a member of The Executive Committee but shall not have voting rights.
3. An Honorary President, or Honorary Past President shall not be deemed a Charity Trustee.
4. The Honorary President, and or a Honorary Past President as agreed between them shall have the responsibility for ensuring that no Committee member is disbarred or disqualified under Charities legislation from acting as a Trustee of The HIU3A Charity.

7. The Executive Committee

The management of The HIU3A shall be vested in The Executive Committee, which shall be the governing body of The HIU3A and its Board of Trustees for the purposes of Charity law. The Executive Committee shall be responsible for the strategy and policies of The HIU3A, may exercise all the powers of The HIU3A and shall deal with the administration, management and control of the affairs and the property of The HIU3A.

1. Officers and Committee members

At the Annual General Meeting of The HIU3A the members shall elect from amongst themselves the following listed Officers:

- a. Chairman
- b. Vice-chairman
- c. Secretary
- d. Treasurer

and the following listed committee posts:

- a. Membership Secretary
- b. Group Co-ordinator
- c. Publicity Officer
- d. Newsletter Editor
- e. Speakers Organiser
- f. Resources, equipment and Procurement Officer
- g. Networking [Relations with other U3As]

all of whom shall hold office from the conclusion of that meeting.

In addition a web-site manager shall be appointed who will report to the Chairman. The post-holder will not be a member of The Executive Committee and shall have no voting rights but might from time to time be invited to The Executive Committee when detailed matters relating to the web-site are being discussed.

No person may be proposed for appointment or serve as an Officer or 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 U3A.

2. There shall be a quorum when at least five members of The Executive Committee, including one Officer, are present at the meeting.
3. The Executive Committee may in addition appoint not more than 2 co-opted members at any one time for such periods as it deems necessary and confer voting rights as it deems appropriate.
4. Persons who are not members of The HIU3A may be invited by The Executive Committee to serve for such period as appropriate because of their special expertise. They shall have no voting rights.
5. Vacancies on The Executive Committee which arise through resignation or termination during the year can be filled by The Executive Committee 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 appropriate Annual General Meeting.

8. Defects in appointments

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.

9. Cessation of office Executive Committee members

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

1. is disqualified from acting as a member of The Executive Committee by virtue of Charity Law.
2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
3. 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.
4. is removed by resolution of The Executive 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.
5. notifies in writing to The Executive Committee a wish to resign (but only if at least five members of The Executive 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).
6. ceases to be a member of The HIU3A
7. becomes an Officer or non-Officer member of The Executive Committee of another U3A.

10. Election of members of the Executive Committee

1. The election of members of The Executive Committee shall be held at the Annual General Meeting of The HIU3A.
2. The newly elected Executive Committee shall take office at the conclusion of the Annual General Meeting.
3. Officers and Members shall serve for a period of two years. Retiring Officers and Members may stand for re-election.
4. To provide for management continuity:
 - a. The Chairman, Secretary, Group Co-ordinator, Speakers Secretary and Newsletter Editor shall be elected in even numbered years.
 - b. The Vice-Chair, Treasurer, Membership Secretary, Communications Secretary and Resources and Procurement Officer shall be elected in odd numbered years.
5. In the event that a vacancy occurs during the two year period of Office, The Executive Committee shall appoint a replacement who shall serve until the next election scheduled for the post.
6. Nominations for Officers posts and for membership of The Executive Committee, together with the names of the Proposer and Seconder shall be made in writing to the Secretary 14 days before the AGM. In the absence of written nominations, the Officer responsible for the conduct of the election shall invite nominations from the assembled members at the AGM. In the event of an election, two tellers shall be appointed from among The Executive Committee, the two longest serving Executive Committee members present, not standing for election, shall act. Election shall be by secret ballot on previously prepared papers on the basis of a simple majority.
7. In the absence of written nominations and nominations from the floor at the AGM, The Executive Committee shall meet within seven days to appoint post-holders from among the membership. A simple majority among committee members present and voting shall suffice. In the event of a tied vote the senior officer present shall have a casting vote.
8. For the purpose of determining who shall conduct elections at the AGM or Chair an Executive Committee meeting the order of seniority shall be, Chairman, Vice-Chairman, Secretary, Treasurer, or in the absence of all four, the longest serving Executive Committee member present. It follows that no person standing for election at the AGM shall conduct the election proceedings.

11. Meetings and proceedings of the Executive Committee

1. The Executive Committee shall hold at least 4 ordinary meetings each year.
2. Additional meetings may be called at any time by Secretary on behalf of the Chairman 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.
3. The Chairman shall chair the meetings and in his or her absence the Vice-Chairman shall take over or if there is no Vice-Chairman present The Executive Committee shall choose one of their number to be Chairman before business is transacted.

4. Every decision 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 Chairman of the meeting shall have a casting vote in addition to his or her own vote.
5. The Executive 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. Minutes of all meetings shall be retained by the Secretary permanently.
6. The Executive Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of its documents. (including but not limited to the use of electronic communications). No rule may be made which is inconsistent with this constitution.
7. The Executive Committee may appoint sub-committees, including 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-committees , provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to The Executive Committee. The Executive Committee shall authorize the terms of reference of sub-committees and may alter them from time to time. Sub-committees may make proposals to The Executive Committee but may not make decisions and they shall not have any expenditure authority
8. 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 willful 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.

12. Finance

1. The financial year of The HIU3A shall end on such date as The Executive Committee shall decide, provide 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.
2. The funds of The HIU3A shall be paid into such accounts as The Executive Committee may open in the name of The HIU3A. 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 Executive Committee from time to time. Only members of The Executive Committee, authorised by The Executive Committee to do so, may arrange and authorise any transaction on any of The HIU3A's accounts and dual authorisation shall normally be required for all transactions.
3. The Executive Committee shall determine the financial controls and procedures to be followed by The HIU3A, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.
4. The funds belonging to The HIU3A shall be applied only in furthering the charitable purposes.
5. No funds shall be transferred in any way to Executive Committee members, provided that nothing herein shall prevent the payment in good faith of reasonable and proper out of

pocket expenses incurred by a member of The Executive Committee in the discharge of his duties for The HIU3A.

6. All proper costs, charges and expenses incidental to the management of The HIU3A and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of The HIU3A.

13. Property

1. All property of and held on behalf of The HIU3A shall be applied in accordance with charity law.
2. Title to any property shall be held on behalf of The HIU3A in such manner as The Executive Committee thinks fit from time to time and in ways permitted by Charity law.

14. Accounts

The Executive 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:

1. the keeping of accounting records for The HIU3A;
2. the preparation of annual statements of account and a Trustees' report for The HIU3A;
3. the audit or independent examination of the statements of account of The HIU3A (if required by law);
4. the making of a charity annual report to the Charity Commission; and
5. the transmission of the statement of accounts and Trustees' report of The HIU3A to the Charity Commission.

15. Annual General Meeting

1. There shall be an Annual General Meeting of The HIU3A which shall be held in the month of September 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 Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of The HIU3A. The notice shall, specify that the meeting is the Annual General Meeting and shall set out the business of the meeting, including resolutions to be proposed and shall provide information about proposals for the election of Officers and non-Officer members of The Executive Committee to be made at the meeting. All the members of The HIU3A shall be entitled to attend and vote at the meeting.
3. The Executive Committee shall present to each Annual General Meeting the trustees' report and annual accounts of The HIU3A for the preceding year.
4. The Executive 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.
5. Any proposals to amend the constitution subject to clause 19 shall be considered at the Annual General Meeting and any other business published in the agenda.
6. Accidental omission to give notice to any member shall not invalidate the proceedings of the General Meeting.

16. Special General Meeting

The Executive Committee may call a Special General Meeting of The HIU3A 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.

1. At least 21 days notice shall be given.
2. There shall be a quorum when 20% of the members are present.
3. Accidental omission to give notice to any member shall not invalidate the proceedings.

17. Procedure at general meetings

1. Notices of meetings, documents and other communications from The HIU3A to a member may be sent by electronic communication provided The HIU3A wishes to do so and the relevant member wished to receive them in this way and provides an appropriate electronic address to The HIU3A. It is the responsibility of that member to notify The HIU3A of any change in that address and to comply with any security and other procedures determined by The Executive Committee for such communications. A member may decide to return to hard copy communications at any time.
2. Accidental omission to give notice to any member shall not invalidate the proceedings.
3. The Secretary or other person specially appointed by The Executive Committee shall keep a full record of proceedings at every General Meeting of The HIU3A.
4. There shall be a quorum when at least 20% of the number of members of The HIU3A, are present at any General Meeting.
5. 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 Executive Committee may direct provided 21 day's 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.
6. The Chairman of The HIU3A shall be the Chairman of the General Meeting at which he/she is present. In the absence of the entitled Chairman, the Vice-Chairman shall take over or if there is no Vice-Chairman present The Executive Committee shall choose one of their number to be Chairman before business is transacted.
7. If there is a tied vote the Chairman of the meeting shall have a single casting vote.

18. Groups

The Executive Committee shall authorize the formation of interest and activity groups and the appointment of Group Leaders as sought by members of the Hayling Island University of the Third Age in so far as the interests and activities fall within the charitable purpose of The HIU3A.

The Executive Committee shall publish "Guidance to Group Leaders" for the proper governance of group activities.

19. Alterations to the constitution

1. 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 terms of the alteration proposed.
2. The prior consent of the Third Age Trust must be requested for any proposed alterations to The HIU3A's constitution. The HIU3A may proceed with the proposed changes:
 - a. At any time after consent has been received from the Third Age Trust
 - b. When four weeks have passed since the consent request was delivered and the Third Age Trust has not notified The HIU3A of any objection to the proposals.
3. If The HIU3A is a registered charity, no amendment may be made to Clause 3 –the charitable purpose without the prior consent in writing of the Charity Commission.
4. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

The Executive Committee shall ensure a copy of any amendment made under this clause is promptly sent to the Charity Commission if The HIU3A is registered.

20. Dissolution

1. If The Executive Committee decides that it is necessary or advisable to dissolve The HIU3A it shall call a Special General Meeting of all members of The HIU3A, 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 two third 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:
 - a. Any one or more local U3A which are charities and have charitable purposes similar to those of The HIU3A as determined by members of The HIU3A; or
 - b. to the Third Age Trust Registered Charity No. 288007.
2. A copy of the statement of accounts or account and statement, for the final accounting period of The HIU3A must be sent to the Charity Commission.