# Comparison of u3a Constitution 2020 with that proposed for 2021

This does not show any content that is common to both constitution documents.

## **The purpose of this discussion document is to help the committee decide whether to adopt the 2021 Constitution as-is or retain any elements from the 2020 constitution. The date of any changes is also open to discussion and agreement.**

Any changes to the constitution need to be approved by the members (AGM or General Meeting).

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|  | **Exclusive to 2020 Constitution** | **Exclusive to 2021 Constitution** |
| Titles used | Beneficiaries  Members  Executive Committee  Officers | Beneficiaries  Members  Trustees  Officers |
| **Application of income and property** |  | 4.(1)(a) A … trustee is entitled to be reimbursed … when acting on behalf of the charity.  (b) A … trustee may benefit from trustee indemnity insurance cover purchased at the charity’s expense …  (2) None of the income … of the charity may be paid … by way of profit to any member ...  This does not prevent a member who is not also a trustee from receiving:  (a) a benefit from the charity in the capacity of a beneficiary of the charity;  (b) reasonable and proper remuneration for any goods or services supplied to the charity. |
| **Benefits and payments to charity trustees and connected persons** |  | 5.(1)General provisions:  No … trustee or connected person may:  (a) buy or receive any goods … from the charity on terms preferential to … the public;  (b) sell goods… to the charity;  (c) be employed by… the charity;  (d) receive any other financial benefit from the charity; …unless …  (2)(a) … it is available generally to the beneficiaries of the charity.  (b) A … trustee or connected person may enter into a contract for the supply of services, or of goods …  (c) A … trustee or connected person may receive interest on money lent to the charity … not more than the Bank of England bank rate ...  (d) A … trustee or connected person may receive rent for premises let … to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion. |
| **Amendment of constitution** | 14.v. Any proposals to amend the constitution … shall be considered at the AGM . | 7.(2)(b) passed by a simple majority of the members present and voting at a general meeting |
|  |  | 7.(2)(c) a copy … sent to the Commission …. within twenty-one days of it being passed. |
| **Dissolution** |  | 6.(1) the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity |
|  |  | 6.(5)In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity. |
|  |  | 6.(6)The trustees must notify …. promptly that the charity has been dissolved |
|  |  | 6.(7)The charity cannot continue to include the words … University of the Third Age or u3a … if it ceases to be a member of The Trust |
| **Membership** | 5.iii. Members are bound by and shall observe any membership conditions and any disciplinary code of The U3A. | 8.(2)(a)The trustees may only refuse an application for membership if, …they consider it to be in the best interests of the charity ..  (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. |
|  |  | 8.(3)Membership is not transferable to anyone else.  (4) The trustees must keep a register of names and addresses of the members. |
| **Termination of membership** |  | 9. Membership is terminated if:  (1) the member dies;  (2) the member resigns by written notice … unless, after the resignation, there would be fewer than two members; |
| **GENERAL MEETINGS** | 14.1.There shall be an AGM … on such date as the Executive Committee may determine in each calendar year. | 10.(2) An AGM must be held … each … year and not more than fifteen months between … meetings. |
|  | 15. The Executive Committee may call a Special General Meeting … if at least 20% of the members request such a meeting … | 10.(6) The trustees must call a special general meeting if requested to do so … by at least ten members or one tenth of the membership, whichever is the greater.  (6) 10.…the trustees (should) … hold the meeting within twenty-eight days of the request. |
|  |  | 10.(3)(a) A general meeting (whether an annual general meeting or a special general meeting) may be held in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants… such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting |
|  |  | 10.(3)(b) members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting. |
|  |  | 10.(3)(e) If the meeting is to be held solely by electronic means … the place of the meeting shall be … the charity's registered office address. |
|  |  | 10.(3)(f) Proceedings at a general meeting … will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum … is able to join the meeting successfully |
| -Notice | 15. At least 21 days’ notice shall be given. | 11.(3) The minimum … notice … to hold any general meeting … (other than to consider a resolution for which a two-thirds majority of the members is needed) is fourteen clear days ...  (4) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote |
| -Quorum |  | 12.(2) A quorum is:  (a) 5 members entitled to vote upon the business to be conducted at the meeting; (b) one tenth of the total membership at the time, whichever is the greater |
|  |  | 12.(4) (if no quorum) the trustees must re-convene the meeting and must give at least seven clear days’ notice |
| -Chair | 10.iii. in (the chairman’s) absence a Vice-Chairman shall take over | 13.(2)If there is no (chair)… present within fifteen minutes … a trustee … shall chair the meeting. |
| -Adjournments |  | 14.(1) The members present at a meeting may resolve that the meeting shall be adjourned.  14.(2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be re-convened …  (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place  (4) If a meeting is adjourned … for more than seven days, at least seven clear days’ notice shall be given ... |
| -Votes | 5.ii. Every individual member shall have one vote. | 15.(2) Voting  (a) A member may appoint a proxy to … vote  (b) by electronic balloting  Where a meeting is … held by electronic means … the trustees may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person.  (3) Proxies may only be ... appointed by notice in writing (a Proxy Notice) which: (a) states the name and address of the member appointing the proxy;  (b) identifies the … proxy and the general meeting …  (c) is signed by the member appointing the proxy, …  (4) The trustees may … determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting.  (5) A resolution in writing, signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting, shall be effective. It may comprise several copies each signed by or on behalf of one or more members. |
| **OFFICERS AND TRUSTEES** | 7.ii. There must be at least 5 and not more than 12 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. not more than two Vice Chairmen | 16.(5) The number of trustees shall be not less than 5 and not more than 15. |
|  |  | 16.(6)(b) Upon adoption of this constitution the charity will continue with the terms of membership for those trustees eligible to continue as trustees under the charity's previous constitution, with the proviso that all and any transitional arrangements end before the third annual general meeting after this constitution is adopted. |
|  | 7.v. An individual may serve not more than three consecutive terms as Chairman.  vi.(a) An individual may serve not more than six consecutive years as Treasurer. He may not then be appointed to any other Officer role.  For the avoidance of doubt, if a Treasurer serves less than this period, he could then stand for appointment as Chairman or for another Officer role.  (c) An individual may serve not more than six consecutive years in various different Officer roles (subject to the provisions regarding the terms of office of the Treasurer).  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. | 16.(7) The maximum total period of service of any trustee shall be 9 years in any combination of roles whether or not the periods of service are contiguous  (8) No-one may hold any … officer position or … trustee for a continuous period in excess of 3 years without an interval of at least 1 year between the periods of service. |
|  |  | 16.(10) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees. |
| **Appointment of trustees** | 7.xi. May appoint not more than two co-opted U3A members to the Executive Committee, who shall have full voting rights…  an individual cannot be co-opted more than three times in succession. | 17(2)The elected trustees may … co-opt up to 3 trustees until the next AGM |
|  | 7. vii. written nomination … 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), to be in the hands of the Secretary of The U3A at least 28 days before the meeting…  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. | (4) No-one may be elected a trustee or an officer at any AGM unless prior to the meeting the charity is given a notice that:  (a) is signed by a member proposing a candidate  (b) is signed by an unconnected member seconding the same candidate |
| **Powers of trustees** |  | 18.(1)(a) to raise funds for the charity … the trustees must not undertake any taxable permanent trading activity |
|  | 4.ii.(the Executive Committee may) … ii. receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support The U3A and its charitable purposes and to hold and apply any funds so acquired for the charitable purposes (subject to any restricted funds being applied to the relevant restricted purposes); | 18.(1)(d) (the trustees have the power) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply … with … the Charities Act 2011, if they intend to mortgage land. |
|  | 4.vii. appoint and constitute … advisory committees …  viii. organise, promote and participate in conferences, lectures, seminars, courses and educational events;  ix. 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; | 18.(1)(h) (the trustees have the power) to set aside income as a reserve against future expenditure …  (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;  (j) to open and operate such bank and other accounts as the trustees consider necessary |
|  | 10.ix. No Executive Committee member shall be chargeable or responsible for loss caused by … any other Executive Committee member or by reason of any mistake or omission made in good faith … other than wilful and individual fraud or wrongdoing … | 18.(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.  (3) Any properly constituted meeting of trustees, at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the trustees. |
| **Disqualification and removal of trustees** | 9.i. A member of the Executive Committee shall cease to hold office if he:  (d) is removed by … the Executive Committee for significant misconduct under the Trustee Code of Conduct, …  (e) resigns … (but only if at least five members of the Executive Committee will remain.  (g) becomes an Officer or non-Officer member of the Executive Committee of any other U3A. | 19. A trustee shall cease to hold office if  (3) he or she (is) physically or mentally incapable of acting as a trustee and may remain so for more than three months;  (4) resigns … (but only if at least two trustees will remain  (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated. |
| **Proceedings of trustees** | 10.i. The Executive Committee shall hold at least 4 meetings each year.  ii. …not less than seven days’ notice being given …unless it concerns the appointment of a co-opted member, in which case not less than twenty-one days’ notice must be given. | 20.(3) Any trustee may call a meeting of the trustees provided reasonable notice is given. |
| Committee meeting quorum | 10.iv. There shall be a quorum when at least one-third of the number of members of the Executive Committee or three members of the Executive Committee, whichever is the greater, are present at the meeting | 20.(8) The quorum shall be two or the number nearest to two-thirds of the total number of trustees, whichever is the greater ...  (9) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.  20.(10) If the number of trustees is less than the … quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting. |
| Resolution in writing |  | 20.(14) A resolution in writing, signed by all the trustees … shall be as valid ..as if it had been passed at a meeting of the trustees ...  (15) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees |
| **Conflicts of interests and conflicts of loyalties** |  | 21. A charity trustee must:  (1) declare the nature and extent of any interest… which he or she has in a proposed transaction … with the charity (2) absent himself … from any discussions of the charity trustees in which it is possible that a conflict will arise between his … duty to act solely in the interests of the charity and any personal interest …  Any … trustee absenting himself … must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter. |
| **Delegation** |  | 23.(1) The trustees may delegate any of their powers … to a committee … but the terms of any such delegation must be recorded in the minute book. |
| **Minutes** |  | 25. The trustees must keep minutes of all: (3) meetings of the trustees and committees of trustees including:  (a) the names of the trustees present at the meeting  (c) where appropriate the reasons for … decisions. |
| **Accounts, Annual Report, Annual Return** | 11.ii. dual authorisation shall normally be required for all transactions | 26.(2) The charity must supply to The Trust such information about its membership as The Trust may require for the purposes of the charity being a member of The Trust. |
|  | 14.iv. 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. |  |
| **Notices** |  | 30.(1) Any notice required by this constitution to be given to … any person must be: (a) in writing; or (b) given using electronic communications.  (2) The charity may give any notice … :  (a) personally; or  (b) by sending it by post in a prepaid envelope … or  (c) by leaving it at the address of the member; or  (d) by … using electronic communications to the member’s (email) address.  (3) A member who does not register an address … within the United Kingdom, the Isle of Man or the Channel Islands shall not be entitled to receive any notice …  (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.  (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.  (b) Proof that a notice contained in an electronic communication was sent … shall be conclusive evidence that the notice was given.  (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an (email) … 48 hours after it was sent. |
| **Disputes** |  | 32. If a dispute arises between members … about anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation |
| **HONORARY PRESIDENT** | 6. The members of The U3A may … elect an Honorary President at the AGM. … (to) serve until the next AGM.  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 … trustee … but may be invited to attend any … Committee meeting … and shall be entitled to attend the AGM as a guest. |  |