

**CONSTITUTION OF THE SHEFFIELD UNIVERSITY OF THE THIRD AGE (SU3A), A
MEMBER OF THE THIRD AGE TRUST AS AN UNINCORPORATED ASSOCIATION,
FORMALLY ADOPTED ON 11th April 2003**

1. NAME

The name of the charity is The Sheffield University of the Third Age hereafter referred to as 'the SU3A'.

2. ADMINISTRATION

- (i) Subject to the matters set out below the Charity 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 this constitution.
- (ii) All matters relating to the SU3A not provided for in this constitution and not involving an amendment to it shall be dealt with by the Executive Committee.

3. OBJECTS

The objects of the SU3A are:

- (i) To advance the education of the public and in particular the education of middle aged and older people in Sheffield and its surrounding locality who are not in full time gainful employment.
- (ii) The provision of facilities for leisure time and recreational activities with the object of improving the conditions of life for the above persons in the interests of their social welfare.

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 SU3A 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 charity.
- (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 and 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, instructional matter and to produce films and videos.
- (x) Power to participate in and assist in the development of area and regional groupings of U3As.
- (xi) Power to do all such other lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

- (i) Membership of the SU3A shall be open to individuals aged 50 or more and not in full time gainful employment who are interested in furthering the work of the SU3A and who have paid the annual subscription as determined by the Executive Committee.
- (ii) Every member shall have one vote.
- (iii) The Executive Committee may terminate the membership of any individual if annual membership or other fees are unpaid three months after the due date or if the member acts in a way which is prejudicial to the SU3A or to the running of the SU3A or brings it into disrepute provided that the individual concerned shall have the right to be heard by the Executive Committee supported by a friend who may also speak, or make written representation before a final decision is made.
- (iv) Membership of the SU3A and acceptance of this constitution by the member will be deemed to constitute consent to the holding of relevant personal data as required by the Data Protection Act 1998 and subsequent legislation. Such data will be used solely to maintain details of membership and to enable the distribution of information to members.

6. EXECUTIVE COMMITTEE

The management of the SU3A shall be invested in an Executive Committee, consisting of the 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 the SU3A.

- (i) The Executive Committee shall consist of not less than 7 and not more than 12 elected members.
- (ii) The Chairman, Vice-Chairman/men, Secretary, Treasurer, and General Co-Ordinator shall be appointed by the Executive Committee at its first meeting after the Annual General Meeting (AGM). 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 AGM.
- (iii) 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 members so appointed shall hold office until the next AGM. Such periods of office shall be ignored for the purposes of clause 7 (iv) (Period of Service).
- (iv) A member of the Executive Committee shall cease to hold office if he or she:
 - (a) is disqualified from acting as a member of the Executive 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 means of mental disorder, illness or injury of managing and administering his or her own affairs.
 - (c) is absent without good cause accepted by the Executive Committee from 3 consecutive meetings and the Executive Committee resolves that his or her office be vacated.
 - (d) is subject to a vote of no confidence from the Executive Committee as a result of actions which bring the SU3A into disrepute or conduct prejudicial to the SU3A or failure to abide by the terms of this constitution or decisions of the Executive Committee.
 - (e) notifies in writing to the Secretary a wish to resign (but only if at least four 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).

7. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- (i) Members of the Executive Committee shall be elected individually at the Annual General Meeting of the SU3A.
- (ii) Each person nominated to the Committee must have agreed to stand for election, be proposed by one member and seconded by another member. All such nominations shall be delivered in writing to the Secretary by a date specified by the Executive Committee.
- (iii) The newly elected members of the Executive Committee shall take office at the conclusion of the AGM.
- (iv) Committee members shall serve for a period of four (4) years. No-one may hold the office of Chairman or Vice-Chairman for more than three (3) consecutive years without an intervening period of at least one year except that a retiring Vice-Chairman may stand immediately for the post of Chairman.
- (v) If insufficient nominations are received to fill the vacancies for Committee members, the Executive Committee may as a last resort appeal to the members at the AGM 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.
- (vi) Notwithstanding the provisions of Clause 7 (iv) should no member of the newly elected Committee be willing to take on one or more of the Officer positions referred to in Clause 6 (ii) a majority decision can be taken by the Executive Committee to ask the retiring officer to stay until the next AGM.
- (viii) For the purposes of this Clause a year shall be deemed to be the period from one AGM to the next.

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 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.

- (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 Executive Committee shall choose one of their number to be chairman of the meeting before any business is transacted.
- (iv) A quorum for any meeting shall be three (3) members or one third of members of the Executive Committee whichever is the greater.
- (v) Every matter shall be determined by a simple majority of votes of the members of the Executive Committee present and voting but in the case of equality of votes the Chairman of the meeting may exercise a second or casting vote.
- (vi) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committees. These minutes shall have annexed to them any written reports made to the Executive Committee or sub-committee and 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 and/or working groups to which it may from time to time, and for such time as it determines, refer such matters and delegate the performance of such acts as it thinks fit with terms of reference prescribed by the Executive Committee. Members of a sub-committee must be members of the Executive Committee. Members of a working group need not be members of the Executive Committee but must be members of the SU3A. The Executive Committee shall exercise supervision over the proceedings and acts of such sub-committees and working groups and shall require them to report back in such manner and in such time as it may decide.
- (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.
- (x) 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.
- (xi) The convening of a meeting and the proceedings conducted thereat shall not be invalidated by any defect in the election or appointment of any member of the Executive Committee or subcommittee nor by any reason of an individual not having received written notice of the meeting or a copy of the agenda therefore.

9. FINANCE

- (i) All the income and property of the SU3A shall be applied solely towards the objects of the said SU3A and none of it shall be paid or transferred in any way to its Executive Committee members providing that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the said SU3 A (other than an Executive Committee member) and repayment of reasonable and proper out-of-pocket expenses to members or Executive Committee members in the course of the work of the SU3A. An account or accounts shall be kept with a bank and /or other authorised deposit taking institution in the name of the SU3 A. Withdrawals shall be made on the signature of two (2) Executive Committee members, one of whom shall be a principal Officer as defined in clause 6(ii).
- (ii) The financial year of the SU3A shall end on December 31st in each year. The Treasurer shall report in writing to the Executive Committee on the state of the finances at intervals of not more than four (4) months.
- (iii) The Executive Committee may appoint employees either permanently or on a fixed term contract, who are not members of the Executive Committee as may from time to time be necessary for carrying out the work of the SU3A and may fix their terms and conditions of employment. For purposes of employment law, the Executive Committee shall be the employer.
- (iv) All proper costs, charges and expenses incidental to the management of The SU3A and membership of The Third Age Trust may be defrayed from the funds of the SU3A.
- (v) The Executive Committee shall require the Treasurer to keep account of all the monies received and expended on behalf of the SU3A and shall prepare annual accounts and shall publish them duly audited or independently examined at the AGM. All monetary transactions shall be made through properly authorised accounts in accordance with the directives of the Executive Committee.

10. ACCOUNTS

The Executive Committee shall comply with its 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 SU3A;
- (ii) the preparation of annual statements of account for the SU3 A;
- (iii) the independent examination of the statements of account of the SU3A; and
- (iv) the transmission of the statements of account of the SU3A to the Charity Commission.

11. PROPERTY

- (i) All property of the SU3A shall be applied solely towards the Objects of the SU3A.
- (ii) Ownership of property is vested in the SU3A 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 requests its return.

12. ANNUAL REPORT

The Executive Committee shall comply with its 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 AGM of the SU3A which shall be held once in each year and not later than 15 months after the preceding AGM.
- (ii) Every AGM shall be called by the Executive Committee. The Secretary shall give at least 21 days notice of the AGM to all the members of the SU3A. All the members of the SU3A shall be entitled to attend and vote at the meeting which shall be conducted subject to the provisions of Clause 15.
- (iii) Accidental omission to give notice to any member shall not invalidate the proceedings of any AGM.
- (iv) The Executive Committee shall present to each AGM the report and accounts of the SU3A for the preceding year for approval.
- (v) The Executive Committee shall seek approval for the appointment of the examiner or auditor of the accounts.
- (vi) Nominations for election to the Executive Committee are subject to the requirements of Clause 7(ii). Individual election shall be by a show of hands but, should nominations exceed vacancies, election shall be by ballot.
- (vii) Any proposals to amend the constitution subject to clause 16 shall be considered at the AGM and any other business published in the agenda.
- (viii) The agenda for the AGM shall be published in the last edition of the SU3A newsletter to be issued to members at least 14 days before the AGM and shall include any other business notified in writing to the Secretary in sufficient time before publication.

14. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of the SU3A at any time or if at least 50 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 to all members. The notice must state the business to be discussed and the meeting shall be conducted subject to the provisions of Clause 15.

15. PROCEDURE AT ALL GENERAL MEETINGS

- (i) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the SU3A.
- (ii) The quorum shall be the lesser of 50 or 5% of the members.
- (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 for at least 21 days and the number present at the adjourned meeting if at least ten (10) shall constitute a quorum for that meeting.
- (iv) The Chairman of the SU3A shall be the Chairman at any General Meeting at which he/she is present.
- (v) If there is a tied vote the Chairman may exercise a second or casting vote.

16. 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 (the name of the charity) clause 3 (the Objects clause) clause 17 (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
- (iii) No amendment may be made which would cause the SU3A to cease to be a charity at law.

17. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the SU3A it shall call a meeting of all members of the SU3A, 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 three quarters 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 SU3A as the members of the SU3A may determine or to the Third Age Registered Charity No. 288007. A copy of the statement of accounts or account and statement for the final accounting period of the SU3A must be sent to the Charity Commission.