

Master Document
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Totnes u3a Constitution

For approval and adoption at
Totnes u3a AGM 23 April 2026

Totnes u3a Constitution

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Constitution of the Totnes u3a,
an unincorporated members' Association, a member of the Third Age Trust,
and a Charity in England and Wales

This constitution was adopted by the membership at the AGM held on 23 April 2026.

Registered Charity Number: 1183257

Strategic Issues

1. Name

The association's name is Totnes u3a hereinafter referred to as 'Totnes u3a'. It is a member of the Third Age Trust (herein after referred to as 'u3a Trust') (Registered Charity Number 288007).

2. Property and Assets

Subject to the matters set out below, Totnes u3a and its property and other assets shall be administered and managed in accordance with this Constitution, by the members of the Committee.

3. Charitable Objects

The Charitable Objects of Totnes u3a are:

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, in Totnes and surrounding district.

The Charitable Objects of Totnes u3a may not be altered without the prior consent of the Charity Commission.

4. Powers

- (1) In furtherance of the Charitable Objects but not otherwise, the Committee may exercise the following powers to:
 - (a) raise funds for Totnes u3a or a charity with the same or similar purposes and to invite and receive contributions for Totnes u3a by any lawful means, provided that in doing so any applicable requirements of the law shall be met, including not undertaking any taxable permanent trading activity;
 - (b) receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support Totnes u3a and its Charitable Objects and to hold and apply any funds so acquired for the Charitable Objects (subject to any restricted funds being applied to the relevant restricted purposes);
 - (c) buy, take on lease or in exchange, hire or otherwise acquire, hold and make use of any property (real or personal) and to maintain and equip it for use;
 - (d) sell, lease or otherwise dispose of all or any part of the property belonging to Totnes u3a subject to any consents required by law including sections 117 – 122 of the Charities Act 2011;

- (e) co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them and in particular with other u3as, clusters of u3as, and the u3a Trust;
 - (f) establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Charitable Objects.
 - (g) appoint and constitute such advisory sub-committees as the Committee may think fit.
 - (h) borrow and to charge the whole or any part of the property belonging to Totnes u3a as security for repayment of the money borrowed. The Committee must comply as appropriate with sections 124 – 126 of the Charities Act 2011, if they intend to mortgage land.
 - (i) acquire, merge or enter into any partnership or joint venture arrangement with any other charity formed for any of the Charitable Objects or with any other u3a.
 - (j) set aside income as reserve against future expenditure but only in accordance with a written policy about reserves.
 - (k) obtain and pay for such goods and services as are necessary for carrying out the work of Totnes u3a.
 - (l) open and operate such bank and other accounts as the Committee consider necessary.
 - (m) do all such lawful things as are necessary for the achievement of the Charitable Objects.
- (2) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.
- (3) Any properly constituted meeting of the Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.

5. Application of Income and Property

- (1) The income and property of Totnes u3a shall be applied solely towards the promotion of the Charitable Objects.
- (a) A Committee Member is entitled to be reimbursed from the property of Totnes u3a or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of Totnes u3a.
 - (b) A Committee Member may benefit from trustee indemnity insurance cover purchased at Totnes u3a's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of Totnes u3a may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of Totnes u3a. This does not prevent a member who is not also a Committee Member from receiving:
- (a) a benefit from Totnes u3a in the capacity of a beneficiary of Totnes u3a;
 - (b) reasonable and proper remuneration for any goods or services supplied to Totnes u3a.

6. Benefits and Payments to Committee Members and Connected Persons

(1) General provisions

No Committee Member or connected person may:

- (a) buy or receive any goods or services from Totnes u3a on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to Totnes u3a;
- (c) be employed by, or receive any remuneration from, Totnes u3a;
- (d) receive any other financial benefit from Totnes u3a;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting Committee Members' or connected persons' benefits.

- (a) A Committee Member or connected person may receive a benefit from Totnes u3a in the capacity of a beneficiary of Totnes u3a provided that it is available generally to the beneficiaries of Totnes u3a.
- (b) A Committee Member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to Totnes u3a where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) A Committee Member or connected person may receive interest on money lent to Totnes u3a at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A Committee Member or connected person may receive rent for premises let by the Committee Member or connected person to Totnes u3a. The amount of the rent and the other terms of the lease must be reasonable and proper. The Committee Member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

Membership

7. Membership

- (1) Membership of Totnes u3a shall be open to individuals who are no longer in full-time employment, are supportive of a collaborative approach with peers learning from each other, and are therefore interested in participating in and furthering the work of the u3a, provided that they agree to abide by this Constitution and any membership conditions properly imposed by the Committee and to pay the annual subscription as determined by the Committee and approved by the membership at an Annual or Special General Meeting. No individual shall be denied membership if the Committee considers that they meet the stated membership conditions.

- (2)
 - (a) The Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of Totnes u3a to refuse the application.
 - (b) The Committee must inform the applicant in writing of the reasons for refusal within twenty-one days of the decision.
 - (c) The Committee must consider any written representations the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Every individual member shall have one vote.
- (4) Membership is not transferable to anyone else, and members are bound by and shall observe any membership conditions and any disciplinary code of Totnes u3a.
- (5) The Committee must keep a register of names and addresses of the members.

8. Termination of Membership

Membership is terminated if:

- (1) The member dies
- (2) The member resigns by written notice to Totnes u3a unless, after resignation, there would be fewer than two members
- (3) Any sum due from the member to Totnes u3a is not paid in full within two months of it falling due
- (4) The member is removed from membership by a resolution of the Committee Members that it is in the best interests of Totnes u3a that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) annual membership or other fees are unpaid for two months after the due date; or
 - (b) by way of expulsion at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of Totnes u3a, provided 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 Committee, accompanied by a friend acting in their personal capacity, who may also speak, or make written representation before a final decision is made; and
 - (c) the appropriate steps have been taken according to Totnes u3a's or u3a Trust's procedures.

Membership Meetings

9. General Meetings

- (1) There shall be an Annual General Meeting of Totnes u3a which shall be held on such date as the Committee may determine in each calendar year. Not more than fifteen months may elapse between successive Annual General Meetings.

- (2) The Annual General Meeting shall be called by the Committee. This formal meeting shall give at least 21 days' notice of the Annual General Meeting to all the members of Totnes u3a. The business of the meeting shall be the election of Officers and non-Officer members of the Committee and other business including resolutions to be proposed, and all matters to be considered must be stated in the notice. All members of Totnes u3a shall be entitled to attend and vote at the meeting.
- (3) The Committee shall present to each Annual General Meeting the Committee's report and annual accounts of Totnes u3a for the preceding year.
- (4) The Committee shall seek approval for the appointment of any independent non-Committee Member examiner or auditor of the accounts from the membership at the Annual General Meeting, if one is required under charity law.
- (5) Any proposals to amend the Constitution subject to clause 31. shall be considered at the Annual General Meeting as shall any other business as set out in the notice.
- (6) All general meetings other than Annual General Meetings shall be called Special General Meetings.
- (7) The Committee may call a Special General Meeting of Totnes u3a at any time.
- (8) The Committee must call a Special General Meeting if at least 10% of the members request such a meeting in writing. The request must state the nature of the business that is to be discussed. The Secretary shall call such a meeting and at least 14 days notice shall be given. The notice must state the business to be discussed. If the Committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting but in so doing they must comply with the provisions of this Constitution.
- (9) Online and hybrid general meetings:
 - (a) 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 agreed by the Committee in which each participant may communicate with all the other participants directly or through the Chair. Where the Committee determines that a general meeting is to be held by electronic means pursuant to this clause 9.(9)(a), 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.
 - (b) Where the Committee determines that a general meeting is to be held by electronic means only such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means only.
 - (c) 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 or by a combination of meeting in person and through electronic means.
 - (d) Where a general meeting is to be held in person, the Committee may if they deem it appropriate set out a procedure in the notice of the meeting which allows members to attend electronically if they so wish, and in such

circumstances both members physically present in person or by proxy and members present by electronic means will count towards the quorum for the relevant meeting.

- (e) Where a general meeting is held solely in person members physically present in person or by proxy count towards the quorum for the relevant meeting.
- (f) If the meeting is to be held solely by electronic means pursuant to clause 9.(9)(a), the place of the meeting shall be deemed to be Totnes u3a's registered office address.
- (g) Proceeding at a general meeting held by electronic means pursuant to clause 9.(9)(a), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 9.(9)(a), will not be invalidated due to technical issues which prohibit members from joining such a meeting electronically, so long as a sufficient number of members to form a quorum under clause 12(1) is able to join the meeting successfully.

10. Notices for General Meetings

- (1) Notices of meetings, documents and other communications from Totnes u3a to a member may be sent by electronic communication provided Totnes u3a wishes to do so and the relevant member wishes to receive it in this way and provides an appropriate electronic address to Totnes u3a. Unless the contrary is shown, a member who has provided an electronic address to Totnes u3a is taken to have agreed to receive communications by electronic means and other procedures determined by the Committee for such communications. A member may opt to return to hard copy communications at any time.
- (2) Any failure to give notice to any member of any General Meeting (including the AGM) shall not invalidate the meeting or its proceedings.
- (3) If elections to the Committee are required under this Constitution, all members must be notified at least 28 clear days ahead of the election that nominations are requested and the closing date for the receipt of such nominations shall be at least 21 clear days after this notice is given.
- (4) If a resolution requiring the consent of two-thirds of the members will be proposed at the general meeting, then all members must be notified at least 21 clear days ahead of that meeting.
- (5) The minimum period of notice required to hold any general meetings of Totnes u3a (other than to consider a resolution for which a two-thirds majority of the members is needed) is fourteen clear days from the date on which the notice is deemed to have been given.
- (6) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (7) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- (8) The notice must be given to all the members and to Committee Members.

11. Minutes of General Meetings

- (1) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of Totnes u3a.

12. Quorum of General Meetings

- (1) No business shall be transacted at any General Meeting unless a quorum is present.
A quorum is one tenth of the total membership at the time.
- (2) If within half an hour from the time appointed for the meeting a quorum is not present, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee may direct provided that the adjourned meeting is held within 2 months.
- (3) The Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (4) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.

Advisory note - not part of this approved Constitution:
When calculating the quorum for 'in person' meetings only, see also Clause 9.(9).(e) regarding the status of members present by proxy.

13. Chairing of General Meetings

- (1) The person elected as Chair of Totnes u3a shall Chair General Meetings except as specified below.
- (2) If there is no such person or the elected Chair is not present within fifteen minutes of the time appointed for the meeting the Committee Members present shall nominate a Chair for the meeting.
- (3) If there is only one Committee Member present and willing to act, he or she shall chair the meeting.
- (4) If no Committee Member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14. Adjournment of General Meetings

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- (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 by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

15. Votes at General Meetings

- (1) Each member present in person or by proxy shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

- (2) Voting:

- (a) By proxy

A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 15.(3).

- (b) Electronic balloting

Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the Committee 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. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.

- (3) Proxies

Proxies may only be validly appointed by notice in writing (a **Proxy Notice**) which:

- (a) States the name and address of the member appointing the proxy;
 - (b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which the person is appointed;
 - (c) Is signed by the member appointing the proxy, or is authenticated in such a manner as the Committee may determine; and
 - (d) Is delivered to Totnes u3a in accordance with clause 28 (Notices).
- (4) The Committee Members may from time to time 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.

Committee Governance

16. Committee and Officers

- (1) Totnes u3a and its property shall be managed and administered by the Committee comprising the Officers and other Committee Members elected in accordance with this Constitution. The Officers and other Committee Members shall be the trustees of Totnes u3a and in this Constitution are together called 'the Committee' and shall be the governing body of Totnes u3a and be its board of trustees for the purposes of charity law. The Committee shall be responsible

for the strategy and policies of Totnes u3a, may exercise all the powers of Totnes u3a and shall deal with the administration, management and control of the affairs and property of Totnes u3a.

(2) There must be at least 5 and not more than 12 Totnes u3a members appointed to the Committee.

(3) Every Committee Member must be a paid up member of Totnes u3a.

No person may be proposed for appointment or serve as an Officer or as a non-Officer Committee Member if they are currently serving as an Officer or non-Officer Member of the Committee of any other u3a.

No one may be appointed to the Committee if he or she would be disqualified from acting under the provisions of clause 19.

(4) Totnes u3a should have the following Officers:

(d) a Chair,

(e) a Treasurer, and

(f) a Secretary;

and may or may not have

(g) one or two Vice Chairs.

By virtue of holding their office, the Officers will also be Committee Members.

An individual may only serve in one Officer role at a time.

(5) **Appointment of Officers and Committee Members**

All Officers and Committee Members shall be elected or re-elected annually at the Annual General Meeting, subject to the provisions of sub-clauses (8) and (9) hereof.

(6) A Committee Member may not appoint anyone to act on his or her behalf at meetings of the Committee.

(7) No Committee Member shall be chargeable or responsible for loss caused by anything done or omitted to be done by him 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.

(8) **Terms of office and limits on periods of service**

(a) The maximum total period of service of any Committee Member shall be 9 years in any combination of roles whether or not the periods of service are contiguous.

(b) A non-Officer Committee Member has a maximum three year term of office and may not be re-appointed at the end of that term.

(c) The Treasurer has a maximum three year term of office and may be re-appointed to one further maximum three year term (for a maximum period of six years service in the office of Treasurer). The individual may not stand for appointment to an alternative office at the end of the maximum

six year period. For the avoidance of doubt, if a Treasurer serves only a three year maximum term, he or she may stand for appointment as Chair.

- (d) Any other Officer has a maximum three year term of office and may not be re-appointed to that office at the end of that three year term. The individual may stand for appointment to an alternative office at the end of that three year term, including that of Chair, subject to a maximum period of six years continuous service in any combination of Officer roles.

(9) Appointment of Committee Members

- (a) Totnes u3a at each Annual General Meeting shall elect up to 12 Committee Members (including Officers).
- (b) Subject to not exceeding a maximum of 12 Committee Members as clause 16.(2), the elected Committee Members may additionally, at any time, co-opt up to 3 Committee Members until the next Annual General Meeting.
- (c) The Officers will normally be elected directly by the Annual General Meeting. Prior written nomination of any candidate for appointment as an Officer or a non-Officer Committee Member at an Annual General Meeting shall be invited. Nominations, signed and seconded from amongst the membership of Totnes U3A (not being themselves Officers or non-Officer Committee Members). The timing of invitation and receipt of nominations to be in accordance with clause 10.(3).
- (d) Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. Otherwise, the method of nomination and the conduct of voting for appointments shall be dealt with in accordance with the Standing Orders of Totnes u3a or, if there are no Standing Orders, as determined by the Committee.
- (e) However if there are insufficient candidates willing to serve then the Chair of the meeting may, as a last resort, appeal for any willing member present to agree to stand.

For the appointment to the Committee of volunteers at the meeting to be permitted a vote must be taken and carried by a simple majority of those eligible to vote. Any willing candidate can either put themselves forward or be proposed to the meeting for appointment in accordance with the Constitution.

(10) Casual vacancies — Officers and non-Officer Committee Members

The Committee may fill any vacancy arising amongst the Officers or the non-Officer Committee Members, until the following Annual General Meeting. Any such appointee must be a member of Totnes u3a. A person so appointed, who shall have full voting rights, may stand for appointment to a first full term at that meeting.

- (11)
 - (a) The appointment of a Committee Member, whether by Totnes u3a in general meeting or by the other Committee Members, must not cause the number of Committee Members to exceed the number fixed in accordance with clause 16(2) of this Constitution.
 - (b) The Committee Members may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

17. Conflicts of Interests and Conflicts of Loyalties

- (1) A Committee Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with Totnes u3a or in any transaction or arrangement entered into by Totnes u3a which has not been previously declared.
- (2) A Committee Member must also absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of Totnes u3a and any personal interest (including but not limited to any personal financial interest). Any Committee Member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

18. Savings Provisions and Irregularities in Proceedings

- (1) Subject to sub-clause (2) of this clause, all decisions of or acts done by the Committee Members, the Committee, or of a sub-committee of the Committee, shall be valid notwithstanding the participation in any vote of a Committee Member:
 - (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this Constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if, without:
 - (d) the vote of that Committee Member; and
 - (e) that Committee Member being counted in the quorum,the decision has been made by a majority of the Committee at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Committee Member to keep any benefit that may be conferred upon him or her by a resolution of the Committee or of a sub-committee of the Committee if, but for sub-clause (1), the resolution would have been void, or if the Committee has not complied with clause 17 (Conflicts of Interests and Conflicts of Loyalties).
- (3) No resolution or act of:
 - (a) the Committee Members; or
 - (b) the Committee or any sub-committee of the Committee; or
 - (c) Totnes u3a in general meeting

shall be invalidated by reason of the failure to give notice to any Committee Member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of Totnes u3a.

19. Cessation of Office – Committee Members

- (1) A Committee Member shall cease to hold office if he or she:
 - (a) is disqualified from acting as a Committee Member by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (b) in the written opinion, given to Totnes u3a, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Committee Member and may remain so for more than three months;
 - (c) is absent without the permission of the Committee from all their meetings held within a period of six consecutive months and the Committee resolve that his or her office be vacated;
 - (d) is removed by resolution of the Committee for significant misconduct under the Disciplinary Code of Conduct, which may only be passed after the completion of the disciplinary procedure set out in that Code;
 - (e) notifies in writing to the Committee a wish to resign as a Committee Member (but only if at least two Committee Members 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);
 - (f) ceases to be a member of Totnes u3a;
 - (g) becomes an Officer or non-Officer member of the Committee of any other u3a.

20. Meetings and Proceedings of the Committee

- (1) Committee Members may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- (2) The Committee shall hold at least 4 meetings each year.
- (3) Online Committee meetings
A Committee meeting or a sub-committee of the Committee may be held in person or by suitable electronic means agreed by the Committee or the members of the sub-committee (as the case may be) in which each participant may communicate with all the other participants.
- (4) Additional meetings may be called at any time by the Secretary on behalf of the Chair or by any two members of the Committee, upon not less than seven days' notice being given to Committee Members 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.
- (5) The person elected as Chair shall chair the Committee meetings. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, in his or her absence a Vice-Chair shall take over or, if there is no Vice-Chair present, the Committee shall choose one of their number to be Chair of the meeting before any business is transacted. The person appointed to Chair Committee meetings shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Committee.

- (6) There shall be a quorum when at least one-third of the number of members of the Committee or three members of the Committee, whichever is the greater, are present at the meeting.
- (7) A Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee Member is not entitled to vote.
- (8) If the number of Committee Members present is less than the number fixed as the quorum, the continuing Committee Members or Committee Member may act only for the purpose of filling vacancies or of calling a general meeting.
- (9) Every decision shall be determined by a majority of votes of the Committee Members 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 own vote.
- (10) No decision may be made by a meeting of the Committee unless a quorum is present at the time the decision is purported to be made.
- (11) A resolution in writing signed by all the Committee Members entitled to receive notice of a meeting of the Committee or of a sub-committee of the Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) a sub-committee of the Committee duly convened and held.
- (12) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Committee Members.

21. Minutes

- (1) The 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, including:
 - (a) The names of the Committee Members present at the meeting;
 - (b) The decisions made at the meeting; and
 - (c) Where appropriate the reasons for the decisions.
- (2) In doing so the Committee shall include:
 - (a) Appointments of Officers and other Committee Members made by the Committee;
 - (b) Proceedings at meetings of Totnes u3a.

22. Rules

- (1) The Committee may from time to time make and alter rules for the conduct of their business.
- (2) The rules may regulate the following matters but are not restricted to them:
 - (a) the admission of members of Totnes u3a and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- (b) the conduct of members of Totnes u3a in relation to one another, and to Totnes u3a's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of Totnes u3a's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meeting and Committee meetings in so far as such procedure is not regulated by this Constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of Totnes u3a to be kept in electronic form and requires a Committee Member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) Totnes u3a in General Meeting has the power to alter, add to or repeal the rules.
 - (4) Committee Members must adopt such means as they think sufficient to bring the rules to the notice of members of Totnes u3a.
 - (5) The rules shall be binding on all members of Totnes u3a. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

23. Delegation

- (1) The Committee may from time to time appoint sub-committees including at least one member of the Committee and delegate any of the powers or functions which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee, provided that the terms of such delegation must be recorded in the minute book all acts and proceedings of any sub-committees shall be fully and promptly reported to the Committee. The Committee shall authorise the terms of reference of sub-committees and may alter them from time to time. Sub-committees may have additional members who are not also Committee Members. Sub-committees may make proposals to the Committee but may not make decisions and they shall not have any expenditure authority.
- (2) The Committee may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of Totnes u3a except in accordance with a budget previously agreed with the Committee.
- (3) The Committee may revoke or alter a delegation.
- (4) All acts and proceedings of any sub-committees must be fully and promptly reported to the Committee.

Operational / Administrative Matters

24. Finance

- (1) The financial year of Totnes u3a shall end on such date as the Committee shall decide, provided always that the financial year must be in accordance with applicable charity law. The Committee shall ensure annual accounts and the Committee's report are submitted to the relevant authorities, including the Charity Commission within relevant statutory time limits.
- (2) The funds of Totnes u3a shall be paid into such accounts as the Committee may agree in the name of Totnes u3a. All transactions on such accounts shall be carried out in accordance with methods of electronic banking agreed with the account provider and approved by the Committee from time to time. Only Committee Members authorised by the Committee to do so, may arrange and authorise payment of funds. Totnes u3a's accounts and audit arrangements shall cover all relevant financial transactions.
- (3) The Committee shall determine the financial controls and procedures to be followed by the Treasurer and other Committee Members in relation to all financial matters of Totnes u3a, and those shall be observed at all times.
- (4) The funds of Totnes u3a shall be applied wholly in furthering the Charitable Objects.
- (5) No funds shall be transferred in any way to Committee Members, provided that Committee Members may receive reimbursement in good faith of reasonable and proper out of pocket expenses incurred by a Committee Member in the discharge of his or her duties for Totnes u3a.
- (6) Membership subscriptions, if applicable, and donations to the management of Totnes u3a and membership subscriptions in respect of the u3a Trust may be defrayed from the funds of Totnes u3a.

25. Property

- (1) All property of and held on behalf of Totnes u3a shall be applied in accordance with charity law.
- (2) Title to any property shall be held on behalf of Totnes u3a in such manner as the Committee thinks fit from time to time and in ways permitted by charity law.
- (3) The Committee Members must ensure the title to:
 - (a) all land held by or in trust for Totnes u3a that is not vested in the Official Custodian of Charities;and
 - (b) all investments held by or on behalf of Totnes u3a,are vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the Committee of Totnes u3a as holding trustees.
- (4) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Committee and that if

they do so they will not be liable for the acts and defaults of the Committee or of the members of Totnes u3a.

- (5) The Committee may remove the holding trustees at any time.

26. Repair and Insurance

- (1) The Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of Totnes u3a (except those buildings that are required to be kept in repair and insured by a tenant).
- (2) The Committee must also insure suitably in respect of public liability and employer's liability.

27. Accounts, Annual Report, Annual Return

- (1) The Committee shall comply with its obligations under the Charities Act 2011, and observe applicable time limits in the case of obligations to file items with the Charity Commission, with regard to:
 - (a) the keeping of accounting records for Totnes u3a;
 - (b) the preparation of annual statements of account for Totnes u3a;
 - (c) the transmission of statements of account to the Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission;
 - (f) the auditing or independent examination of the statements of account of Totnes u3a (if required by law).
- (2) Totnes u3a must supply to the u3a Trust such information about its membership as the u3a Trust may require for the purposes of Totnes u3a being a member of the u3a Trust.
- (3) Committee Members must notify the Commission promptly of any changes to Totnes u3a's entry on the Central Register of Charities.

28. Notices

- (1) Any notice required by this Constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) Totnes u3a may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.

- (3) A member who does not register an address with Totnes u3a or who registers only a postal address that is not within the United Kingdom, the Isle of Man or the Channel Islands shall not be entitled to receive any notice from Totnes u3a.
- (4) A member present in person at any meeting of Totnes u3a shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) Proof of notice
 - (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 in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators 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 electronic communication, 48 hours after it was sent to the most recently recorded email address of the recipient and that this was not automatically returned as undelivered.

29. Disputes

If a dispute arises between members of Totnes u3a about the validity or propriety of 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.

30. Interpretation

Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

In this Constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Committee Member;
- (2) the spouse or civil partner of the Committee Member or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the Committee Member or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the Committee Member or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together;
- (5) a body corporate in which:
 - (a) Totnes u3a Committee Member or any connected person falling within sub- clauses (1) to (3) has a substantial interest; or

- (b) two or more persons falling within sub-clause 5(a) who, when taken together, have a substantial interest.

Constitutional Amendment / Dissolution

31. Amendment of the Constitution

- (1) Totnes u3a may amend any provision of this Constitution provided that:
- (a) The prior written consent of u3a Trust has been obtained;
 - (b) No amendment may be made which would have the effect of making Totnes u3a cease to be a charity at law;
 - (c) No amendment may be made to alter a Charitable Object if the change would undermine or work against the previous Charitable Objects of Totnes u3a;
 - (d) No amendment may be made to Clause 3. (Charitable Objects), 5. (Application of Income and Property), Clause 6. (Benefits and Payments to Committee Members and Connected Persons), Clause 31. (Amendment of the Constitution), Clause 32. (Dissolution), without the prior consent in writing of the Commission and the u3a Trust;
 - (e) Any resolution to amend Clause 3. (Charitable Objects), 5. (Application of Income and Property), Clause 6. (Benefits and Payments to Committee Members and Connected Persons), Clause 31. (Amendment of the Constitution), Clause 32. (Dissolution), is passed by not less than two thirds of the members present and voting at a general meeting;
 - (f) Other than for Clauses 3, 5, 6, 31, and 32, amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (2) A copy of any resolution amending this Constitution shall be sent to the Commission and U3A Trust within twenty-one days of its being passed.

32. Dissolution

- (1) If the members resolve to dissolve Totnes u3a the Committee Members will remain in office as charity trustees and be responsible for winding up the affairs of Totnes u3a in accordance with this clause.
- (2) The Committee Members must collect in all the assets of Totnes u3a and must pay or make provision for all the liabilities of Totnes u3a.
- (3) The Committee Members must apply any remaining property or money:
- (a) directly for the Charitable Objects;
 - (b) by transfer to any other University of the Third Age ('u3a') or u3as or u3a Trust or charities for purposes the same as, or similar to, Totnes u3a;
 - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve Totnes u3a specifying the manner in which the Committee Members are to apply the remaining property or assets of Totnes u3a and the

Committee Members must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.

- (5) In **no** circumstances shall the net assets of Totnes u3a be paid to or distributed among the members of Totnes u3a.
- (6) The Committee Members must notify both the Commission and u3a Trust promptly that Totnes u3a has been dissolved. If the Committee Members are obliged to send Totnes u3a's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission Totnes u3a's final accounts.
- (7) Totnes u3a cannot continue to include the words or phrase University of the Third Age or u3a or any other similar configuration of words in its title or elsewhere if it ceases to be a member of The Trust.

I certify that this is a true copy

Signed

.....

Office (Secretary or Chairman of the meeting)

.....

Date of Certification

.....

Approved and Adopted

at the AGM held on

