Malmesbury and District u3a

Constitution

A MEMBER OF THE THIRD AGE TRUST.
REGISTERED AS A CHARITY IN ENGLAND AND WALES, NUMBER: 1181790

I certify that this is a true copy of the revised Constitution
Signed John Fairhurst
(John Fairhurst)
Office:Chair of the Annual General Meeting, November 2026.
Date of Certification: 26th November 2026
Version: 6

1. NAME

The name of the charity is **Malmesbury and District u3a** hereinafter referred to as 'The u3a'.

2. PROPERTY AND ASSETS

Subject to the matters set out below, The u3a 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 PURPOSES

The charitable purpose of The M&D u3a 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, in Malmesbury and District and its surrounding locality.

4. POWERS

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

i. raise funds and to invite and receive contributions for The u3a by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
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);
iii. buy, take on lease or in exchange or otherwise acquire, hold and make use of any property (real or personal);
iv. sell, lease or otherwise dispose of all or any part of the property of The u3a, subject to any consents required by law;
v. co-operate with other charities, voluntary bodies and statutory authorities;
vi. support any charitable organisations with regard to the pursuit of The u3a's charitable purposes;
vii. appoint and constitute such advisory committees as the Executive Committee may think fit;
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;

x. associate and collaborate with other u3as and groupings of u3as (such as regional associations and networks) and The Third Age Trust in any way;

xi. 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

i. Membership of The u3a shall be open to individuals who are in their Third Age (as defined by the national Third Age Trust) and are 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 Executive Committee and to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual General Meeting. No individual may be admitted to membership if the Executive Committee considers that they do not meet these conditions.

ii. Every individual member shall have one vote.

iii. Members are bound by and shall observe any membership conditions and any disciplinary code of The u3a.

iv. 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; 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 The 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 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.

6. HONORARY PRESIDENT

The members of The u3a may (but do not have to) elect an Honorary President at the Annual General Meeting. If they do so, the person so appointed will serve until the next Annual General Meeting. 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 deemed a charity trustee and shall not be a member of the Executive Committee but may be invited to attend any Executive Committee meeting at the decision of the Executive Committee and shall be entitled to attend the Annual General Meeting as a guest.

7. EXECUTIVE COMMITTEE AND OFFICERS

i. The management of The u3a shall be vested in an Executive Committee, which shall be the governing body of The u3a and its board of trustees for the purposes of charity law. The Executive Committee shall be responsible for the strategy and policies of The u3a, may exercise all the powers of The u3a and shall deal with the administration, management and control of the affairs and property of The u3a.

ii. There must be at least **5** and not more than **15** 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. Officers

The officers are the Chair, not more than two Vice Chairs, Treasurer and Secretary. The officers shall by virtue of holding their office be members of the Executive Committee .An individual may only serve in one officer role at a time.

iv. Appointment of members of the Executive Committee

At every annual general meeting the Executive Committee shall all retire and the members should elect individuals to serve in the new committee. Members of the Executive Committee may serve up to **12** terms in any appointment or any combination of appointments, whether consecutive or not.

v. Nomination and election of candidates

Prior written nomination of any candidate for appointment as an officer or a non-officer member of the Executive Committee at an Annual General Meeting shall normally be required, 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. Should nominations exceed vacancies, the decision about appointments shall be taken by ballot. Otherwise, nominations of candidates and the conduct of voting for appointments shall be dealt with in accordance with the Standing Orders of The u3a or, if there are no Standing Orders, as determined by the Executive Committee. However, if there are insufficient candidates standing for the vacancies, the Chair 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. Any willing candidate may then offer himself and be proposed to the meeting for appointment in accordance with the Constitution.

vi. Casual vacancies – Officers and Executive Committee

Vacancies arising in the Executive Committee may be filled until the next AGM by appointing a u3a member to fill the role without voting rights. A person so appointed may stand for appointment to a first full term at that meeting, provided (s)he remains a member of The u3a.

vii. Co-options to Executive Committee

As an alternative to paragraph 7vi above, the Executive Committee may co-opt a u3a member to the Executive Committee, with Trustee status and full voting rights. At the next annual general meeting a retiring co-opted member could seek election to a first full term on the Executive Committee in accordance with the relevant provisions of this constitution. Provided always that an individual cannot be co-opted more than three times in succession, and that the Executive Committee may have no more than two co-opted members.

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 (s)he:

i. is disqualified from acting as a member of the Executive Committee by virtue of charity law;
ii. is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his or her office be vacated;
iii. 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);
iv. ceases to be a member of The u3a;
v. becomes an officer or non-officer member of the Executive Committee of any other u3a.

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

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

v. 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 Chair of the meeting shall have a casting vote in addition to his own vote.

vi. 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.

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 (including, but not limited to, the use of electronic communications). No rule may be made which is inconsistent with this constitution.

viii. 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-committee, provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Executive Committee. The Executive Committee shall authorise 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.

ix. No Executive Committee member shall be chargeable or responsible for loss caused by any act done or omitted to be done by him 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. A trustees' meeting or a meeting of the Executive Committee of the trustees may be held in person or by suitable electronic means agreed by the trustees or the members of the committee (as the case may be) in which each participant may communicate with all the other participants.

11. FINANCE

i. The financial year of The u3a shall end on such date as the Executive Committee shall decide, providing 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.

ii. The funds of The u3a shall be paid into such accounts as the Executive Committee may open in the name of The u3a. 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 u3a's accounts and dual authorisation shall normally be required for all transactions.

iii. The Executive Committee shall determine the financial controls and procedures to be followed by The u3a, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.

iv. The funds belonging to The u3a shall be applied only in furthering the charitable purposes.

v. 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 u3a.

vi. All proper costs, charges and expenses incidental to the management of The u3a and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of The u3a.

12. PROPERTY

i. All property of and held on behalf of The u3a shall be applied in accordance with charity law.

ii. Title to any property shall be held on behalf of The u3a in such manner as the Executive Committee thinks fit from time to time and in ways permitted by charity law.

13. ACCOUNTING AND REPORTING

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:

i. the keeping of accounting records for The u3a;
ii. the preparation of annual statements of account and a trustees' report for The u3a;
iii. the audit or independent examination of the statements of account of The u3a (if required by law);
iv. the making of a charity annual return to the Charity Commission (if required by law);
v. the transmission of the statement of accounts and trustees' report of The u3a to the Charity Commission (if required by law).

14. ANNUAL GENERAL MEETING

i. There shall be an annual general meeting of The u3a which shall be held on such date as the Executive Committee may determine in each calendar year.
ii. Every annual general meeting shall be called by the Executive Committee This formal notice shall give at least **21 days'** notice of the annual general meeting to all the members of The u3a.
iii. 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 that meeting.
iv. All members of The u3a shall be entitled to vote by electronic means or by post ahead of the meeting or attend in person and vote at the meeting itself. Should the Executive Committee deem any matter to be controversial or if any elected position is contested there shall be a briefing/hustings meeting before polling begins.
v. All votes shall be validated by the member declaring his/her membership number
vi. Should a member vote more than once, only the latest vote will count.
vii. The Executive Committee shall present to each annual general meeting the trustees' report and annual accounts of The u3a for the preceding year.
viii. 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.
ix. Any proposals to amend the constitution subject to Clause 17 shall be considered at the annual general meeting as shall any other business as set out in the notice.

15. SPECIAL GENERAL MEETING

i. The Executive Committee may call a special general meeting of The u3a at any time.
ii. If at least **10%** of the members request a special general meeting in writing stating the business to be considered, the Secretary shall call such a meeting.
iii. At least **21 days'** notice shall be given. The notice must state the business to be discussed.
iv. All members of The u3a shall be entitled to vote by electronic means or by post ahead of the meeting or attend in person and vote at the meeting itself. Should the Executive Committee deem any matter to be controversial or if any elected position is contested there shall be a briefing/hustings meeting before polling begins.
v. All votes shall be validated by the member declaring his/her membership number
vi. Should a member vote more than once, only the latest vote will count.

16. ON-LINE AND HYBRID MEETINGS

i. 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 trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held using electronic means pursuant to this clause, such determination shall be set out in the notice of the general meeting sent to members, together with details of how a member may participate.

ii. 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.

iii. For the purposes of Clause 16ii "exceptional circumstances" means circumstances which in the reasonable opinion of the Executive Committee render it impossible to hold an effective or quorate general meeting in person or by a combination of meeting in person and through electronic means.

iv. Where a general meeting is to be held in person, the trustees may, if they deem it appropriate, set out a procedure in the notice of meeting which allows members to attend electronically if they so wish. In such circumstances both members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.

v. If the meeting is to be held solely by electronic means pursuant to Clause 16ii, the place of the meeting shall be deemed to be the charity's registered office address.

vi. Proceedings at a general meeting held by electronic means pursuant to Clause 16ii, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to Clause 16iv, 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 17iv is able to join the meeting successfully.

vii. 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 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. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.

17. NOTICES, COMMUNICATIONS AND PROCEDURE AT GENERAL MEETINGS

i. Notices of meetings, documents and other communications from The u3a to a member may be sent by electronic communication provided The u3a wishes to do so and the relevant member wishes to receive them in this way and provides an appropriate electronic address to The u3a. It is the responsibility of that member to notify The u3a of any change to that address and to comply with any security and other procedures determined by the Executive Committee for such communications. A member may opt to return to hard copy communications at any time.

ii. Accidental omission to give notice to any member of any general meeting (including the AGM) shall not invalidate the proceedings.

iii. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of The u3a.

iv. There shall be a quorum when at least **10%** of the number of members of The u3a, are present at any general meeting.

v. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened at the request of the members shall be dissolved. In any other case it shall be adjourned to another day and time as the Executive Committee may direct provided 21 days' notice is given to all members. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.

vi. The Chair of The u3a shall be the Chair of any general meeting at which (s)he is present. In the absence of the entitled Chair, the Executive Committee members present shall have the power to elect a Chair for the meeting.

vii. If there is a tied vote the Chair of the meeting has a single casting vote.

18. ALTERATIONS TO THE CONSTITUTION

i. 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 voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the details of the alterations proposed.

ii. The prior consent of the Third Age Trust must be requested for any proposed alterations to The u3a's constitution. The u3a may proceed with the proposed changes:

iii. At any time after specific consent has been received from the Third Age Trust; or

iv. When four weeks have passed since the consent request was delivered and the Third Age Trust has not notified The u3a of any objection to the proposals.

v. As The u3a is a registered charity, no amendment may be made to Clause 3 (the charitable purposes) without the prior consent in writing of the Charity Commission.

vi. No amendment may be made which would have the effect of making The u3a 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.

19. DISSOLUTION

i. If the Executive Committee decides that it is necessary or advisable to dissolve The u3a it shall call a special general meeting of all members of The u3a, 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-thirds majority of those voting, The Executive Committee shall have power to realise any assets held by or on behalf of The u3a. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to:

   a) Any one or more local u3as, which are charities and have charitable purposes similar to those of The u3a, as determined by the members of The u3a; or

   b) To the Third Age Trust (registered charity in England and Wales no288007).

ii. A copy of the statement of accounts and relevant reports, for the final accounting period of The u3a, must be sent to the Charity Commission.

Record of changes to this document:

29 July 2014	Constitution was adopted by the membership at an inaugural EGM, based upon the Third Age Trust model.
23 April 2015	Constitution endorsed as it stood at the first AGM.
26 April 2018	Sections 3.i (Charitable Purpose) and 16.1v (Quorum percentage) were revised at an AGM.
25 April 2019	Sections 3.i (Charitable Purpose) and 16.1v (Quorum percentage) were revised again at an AGM, to take account of our Charity Registration.
November 2021	New clauses added to permit decision making by electronic methods as well as by face-to-face meetings or a "hybrid" mixture of both. Agreed by electronic poll and EGM.
26 November 2026	Matters of law that need not be included in the constitution removed. Section 7 revised to permit Executive Committee members to serve up to 12 terms, whether consecutive or not. Section 14: members allowed to vote at AGM by electronic means or post.