

This document is the constitution of Wellington District U3A outlining its purpose, governance, membership, and operational procedures.

Overview of Wellington and District u3a Constitution

The document outlines the governance, membership, and operational procedures of Wellington and District u3a, a charitable organisation focused on education for older and retired people in Wellington and surrounding areas.

Adoption and Legal Status of the Constitution

The constitution was adopted on 13th April 2026 at the AGM, establishing the organisation as a member of the Third Age Trust with charity number 1111155.

- The organisation is unincorporated and governed by this constitution.
- It is a member of the Third Age Trust, a registered charity (Number 288007).
- The constitution details the management, property, and operational rules.

Name and Object of the Charity

The charity is named Wellington and District u3a, aiming to promote education and personal development for older and retired individuals in Wellington and nearby districts.

- The primary object is the advancement of education for older and retired people.
- Activities include learning and personal development initiatives.

Income, Property, and Trustee Benefits

Income and property are solely used to promote the charity's objects, with provisions for reasonable expenses and trustee indemnity insurance.

- No profits are distributed to members; benefits are limited to beneficiaries or remuneration for goods/services.
- Trustees can benefit as beneficiaries or through contracts, interest on loans, or rent, under specific conditions.

Dissolution Procedures

In case of dissolution, assets are to be applied to the charity's objects or transferred to similar charities or the Trust, with net assets not distributed among members.

- Trustees handle winding-up, paying liabilities, and notifying the Charity Commission and The Trust.
- The charity cannot use the name u3a or similar if it ceases to be a member of The Trust.

Constitution Amendments

Part 1 amendments require two-thirds member approval and prior consent from The Trust and the Charity Commission.

- Part 2 amendments need only a simple majority and prior consent from The Trust.
- Changes must be documented and communicated within 21 days.

Membership Eligibility and Registration

Membership is open to individuals meeting the criteria in clause 3, with trustees only refusing applications for valid reasons.

- Members are not transferable.
- A register of members' names and addresses must be maintained.

Termination of Membership

Membership ends upon death, resignation (if at least two members remain), unpaid dues after 10 weeks, or expulsion following disciplinary procedures.

- Trustees may terminate membership if deemed in the charity's best interests.

General Meetings and Voting

The charity must hold an initial meeting within 12 months, then annually, with provisions for online or hybrid meetings.

- Special meetings can be called by trustees or members.
- Notices must specify date, time, place, and business, with minimum 14 days' notice.
- Quorum is 5 members or 10% of total membership, whichever is greater.
- Meetings can be adjourned if quorum is not met; re-convened with 7 days' notice if over 7 days.

Chairing and Conduct of Meetings

Meetings are chaired by the elected Chair or a trustee nominated if the Chair is absent.

Members or trustees can appoint chairs for meetings.

Decisions are made by majority vote; the Chair has a casting vote in case of ties.

Proxy and Electronic Voting

Members can appoint proxies in writing; electronic balloting is permitted where meetings are held electronically.

Proxy notices must specify the member and proxy details, signed or authenticated.

Electronic voting mechanisms may be used for meetings held electronically.

Trustees' Roles, Election, and Terms

The management is by a committee of 5-15 trustees, including officers (Chair, Secretary, Treasurer), elected annually.

- First trustees are those from the steering group; others can be co-opted.
- Trustees serve up to 12 years; officers for no more than 5 consecutive years.
- Trustees are eligible for re-election after service limits.

Trustee Appointment and Removal

Up to 12 trustees are elected annually; up to 3 can be co-opted until the next AGM.

- Casual vacancies can be filled by trustees until the next AGM.
- Trustees must not exceed the maximum number fixed in the constitution.
- Disqualified or absent trustees can be removed; resignation requires at least two trustees remaining.

Powers and Responsibilities of Trustees

Trustees manage the charity's affairs, including raising funds, acquiring/disposing of property, borrowing, and collaborating with other organizations.

- They can establish or support charitable trusts or enter partnerships.
- They can set aside reserves and open bank accounts.
- All actions must align with the charity's objects and legal requirements.

Trustee Disqualification and Removal

Trustees cease to hold office if disqualified by law, resign, become incapacitated, or absent without permission for six months.

- Resignations require at least two trustees remaining.
- Trustees can be removed by resolution if deemed necessary.

Trustee Proceedings and Decision-Making

Trustees regulate their proceedings, including meetings held in person or electronically.

- Quorum is two trustees or two-thirds of the total, whichever is greater.
- Decisions are made by majority; the Chair has a casting vote.
- Trustees can delegate powers to committees, with acts reported to the trustees.

Conflicts of Interest and Loyalty

Trustees must declare interests in transactions and abstain from discussions where conflicts arise.

- They must act solely in the charity's best interests.

- Conflicted trustees cannot vote on related matters.

Decision Validity and Delegation

Decisions are valid despite participation of disqualified or conflicted trustees if made by majority at a quorate meeting.

- Trustees can delegate powers to committees, with conditions and revocation rights.
- Acts of committees are reported to trustees.

Minutes and Record-Keeping

Trustees must keep minutes of appointments, proceedings, and decisions at meetings.

- Accurate records support transparency and accountability.

Financial and Annual Reporting

Trustees are responsible for maintaining proper accounts, preparing annual reports, and submitting returns to the Charity Commission.

- They must provide membership information to The Trust.
- Changes to the charity's registration details must be promptly notified.

Property Management and Custody

Trustees must ensure land and investments are held in trust by custodians or trustees.

- Trustees can remove holding trustees at any time.
- Proper legal arrangements are required for property ownership and management.

Insurance and Property Maintenance

The document emphasizes the importance of property repair and insurance, ensuring the charity's assets are protected and maintained properly.

Property Maintenance and Insurance Responsibilities

The trustees are responsible for maintaining and insuring the charity's buildings against fire and usual risks, excluding those kept in repair and insured by tenants, and must also insure against public and employer's liability.

- Trustees must keep all charity buildings in good repair.
- Buildings must be insured to their full value against fire and usual risks.
- Buildings required to be kept in repair and insured by tenants are exempt.
- Trustees must also insure against public liability.
- Trustees must insure against employer's liability.

Notice Requirements and Methods

The constitution specifies how notices must be given to members and the conditions for receipt and proof of notices.

- Notices can be in writing or via electronic communications.
- Notices to members can be personal, by post, by leaving at the address, or electronically.
- Members not registered with a UK, Isle of Man, or Channel Islands address are not entitled to notices.
- Members present at meetings are deemed to have received notices.
- Proof of proper mailing or electronic sending is conclusive evidence of notice.
- Notices are deemed given 48 hours after posting or sending electronically, provided they are not undelivered.

Rules and Bye-laws Formation and Enforcement

The trustees can create rules or bye-laws for managing the charity, which must be adopted and made known to members, and are binding.

- Trustees may make rules on member admission, conduct, premises use, meeting procedures, and record keeping.
- The charity's general meeting can alter, add to, or repeal rules.
- Trustees must ensure rules are communicated to members.
- Rules cannot conflict with the constitution and are binding on all members.

Dispute Resolution Procedures

Disputes between members regarding the validity or conduct under the constitution should first attempt resolution through good-faith mediation before litigation.

- Members must try to settle disputes amicably.
- Mediation is a prerequisite before resorting to legal action.

Interpretation of Connected Persons

Defines 'connected persons' related to trustees, including family, spouses, business partners, controlled institutions, and bodies with substantial interests.

- Connected persons include children, parents, siblings, spouses, civil partners, and business partners.
- Includes institutions controlled by trustees or connected persons.
- Includes bodies with substantial interest in the charity.
- Sections 350-352 of the Charities Act 2011 apply for interpretation.