

Constitution of HGSU3A, a Charitable Incorporated Organisation with voting members including its charity trustees

(based on the Charity Commission 'Association' Model Constitution)

Date of constitution (last amended): **Not Applicable – new CIO**

1. Name

The name of the Charitable Incorporated Organisation is HGSU3A.

2. National location of principal office

The principal office of HGSU3A is in England.

Address: 104 Brim Hill, London, N2 0EY

3. Object

The object of HGSU3A is the advancement of education and in particular the education of older and those retired from full time work by all means including associated activities conducive to learning and personal development in Hampstead Garden Suburb, London and surrounding areas.

4. Powers

HGSU3A has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, HGSU3A's powers include power to:

- (1) raise funds and to invite and receive contributions for HGSU3A by any lawful means, provided that in doing so any applicable requirements of the law shall be met;
- (2) receive donations, gifts, endowments, sponsorship, grants, legacies and subscriptions from persons desiring to support HGSU3A 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);
- (3) co-operate with other charities, voluntary bodies and statutory authorities;
- (4) support any charitable organisations with regard to the pursuit of HGSU3A's charitable purposes;
- (5) appoint and constitute such advisory committees as the Executive Committee (see Clause 18) may think fit;
- (6) organise, promote and participate in conferences, lectures, seminars, courses and educational events;
- (7) 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;
- (8) associate and collaborate with other U3As and groupings of U3As (such as regional associations and networks) and The Third Age Trust in any way;
- (9) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. HGSU3A must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

- (10) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (11) sell, lease or otherwise dispose of all or any part of the property belonging to HGSU3A. In exercising this power, HGSU3A must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (12) employ and remunerate such staff as are necessary for carrying out the work of the HGSU3A. The HGSU3A may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (13) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of HGSU3A to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5. Application of income and property

- (1) The income and property of HGSU3A must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of HGSU3A or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of HGSU3A.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at HGSU3A'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 HGSU3A may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of HGSU3A. This does not prevent a member who is not also a charity trustee receiving:
 - (a) a benefit from HGSU3A as a beneficiary of HGSU3A;
 - (b) reasonable and proper remuneration for any goods or services supplied to HGSU3A.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from HGSU3A on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to HGSU3A;
- (c) be employed by, or receive any remuneration from, HGSU3A;
- (d) receive any other financial benefit from HGSU3A;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. 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 trustees’ or connected persons’ benefits

- (a) A charity trustee or connected person may receive a benefit from HGSU3A as a beneficiary of HGSU3A provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee 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 HGSU3A where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide HGSU3A with goods that are not supplied in connection with services provided to HGSU3A by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to HGSU3A at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to HGSU3A. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of HGSU3A on the same terms as members of the public.

(3) Payment for supply of goods only – controls

HGSU3A and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between HGSU3A and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of HGSU3A to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to HGSU3A.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.

- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- (a) "HGSU3A" includes any company in which HGSU3A:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) "connected person" includes any person within the definition set out in clause 31 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with HGSU3A or in any transaction or arrangement entered into by HGSU3A which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of HGSU3A and any personal interest (including but not limited to any financial interest).

Any charity trustee 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 charity trustees on the matter.

8. Liability of members to contribute to the assets of HGSU3A if it is wound up

- (1) If HGSU3A is wound up, each member of HGSU3A is liable to contribute to the assets of HGSU3A such amount, but not more than £10, as may be required for payment of the debts and liabilities of HGSU3A contracted before that person or organisation ceases to be a member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.
- (2) In sub-clause (1) of this clause "member" includes any person that was a member of HGSU3A within 12 months before the commencement of the winding up.
- (3) But subject to that, the members of HGSU3A have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

9. Membership of HGSU3A

(1) Admission of new members

(a) Eligibility

Membership of HGSU3A is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of

members set out in sub-clause (3) of this clause, including agreeing to abide by this constitution and any membership conditions properly imposed by the Executive Committee.

A member may only be an individual.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
- (iii) may refuse an application for membership if they believe that it is in the best interests of HGSU3A for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of HGSU3A cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of HGSU3A to exercise his or her powers as a member of HGSU3A in the way he or she decides in good faith would be most likely to further the purposes of HGSU3A.

(4) Termination of membership

- (a) Membership of HGSU3A comes to an end if:
 - (i) the member dies; or
 - (ii) the member sends a notice of resignation to the charity trustees; or
 - (iii) any sum of money owed by the member to HGSU3A is not paid in full within sixty (60) days of its falling due; or
 - (iv) the charity trustees decide that having breached its disciplinary code, it is in the best interests of HGSU3A that the member in question should be removed from membership at the end of the disciplinary procedure, and pass a resolution to that effect.
- (b) Before taking any decision to remove someone from membership of HGSU3A the charity trustees must:
 - (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - (ii) give the member at least 21 clear days notice in which to make representations to the charity

trustees as to why he, she or it should not be removed from membership;

- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

HGSU3A requires members to pay the annual subscription as determined by the Executive Committee and approved by the membership at an Annual or Special General Meeting.

10. Members' decisions –

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of HGSU3A may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of HGSU3A may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as HGSU3A has specified.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of HGSU3A on the date when the proposal is first circulated in accordance with paragraph (a) above.

- (d) Not less than 10% of the members of HGSU3A may request the charity trustees to make a proposal for decision by the members.

(4) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 29 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve HGSU3A must be taken in accordance with clause 30 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of HGSU3A to one or more other Charitable Incorporated Organisations must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

There must be annual general meetings (AGM) of the members of HGSU3A. An AGM must be held within 18 months of the registration of HGSU3A with the Charity Commission, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable), the trustees' annual report, approve the appointment of any independent examiner or auditor where applicable as proposed by the trustees and must elect trustees as required under clause 13.

Other general meetings of the members of HGSU3A may be held at any time.

All general meetings must be held in accordance with the following provisions.

Other general meetings of the members of HGSU3A may be called at any time by the trustees

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The charity trustees:
 - (i) must call the annual general meeting of the members of HGSU3A in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, call a special general meeting of the members of HGSU3A if:
 - (i) they receive a request to do so from at least 10% of the members of HGSU3A; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

- (c) If, at the time of any such request, there has not been any general meeting of the members of HGSU3A for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the HGSU3A must be held within 28 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) HGSU3A must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but HGSU3A shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of HGSU3A, must give at least 14 clear days notice of any general meeting to all of the members.
- (b) If it is agreed by not less than 90% of all members of HGSU3A, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of HGSU3A is to be considered at the meeting, include the text of the proposed alteration;
 - (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or reelection as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on HGSU3A's website.

- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by HGSU3A.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of HGSU3A unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 50 or (if fewer) 10% of the members.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to HGSU3A's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

- (d) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees being members of the Executive Committee shall manage the affairs of HGSU3A including being responsible for its strategy and policies as well as managing and administering its property and other assets and may for that purpose exercise all the powers of HGSU3A. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of HGSU3A in the way he or she decides in good faith would be most likely to further the purposes of HGSU3A; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of HGSU3A in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 15(1)(f); or
 - if he or she is not a member of HGSU3A

- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(3) Number of charity trustees

(a) There must be at least 5 charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(b) The maximum number of charity trustees is 9. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

(4) First charity trustees

The first charity trustees of HGSU3A are –

Jack Berkovi

Arjun Matthai

Tina Stanton

Tony Frank

Hazel Bellau

David Powers

Daphne Berkovi

13. Appointment of charity trustees

(1) Elected charity trustees

- (a) At the first annual general meeting of the members of HGSU3A all the elected charity trustees shall retire from office;
- (b) At every subsequent annual general meeting of the members of HGSU3A, one-third of the elected charity trustees shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- (c) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (d) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (e) of this clause;

- (e) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;
- (f) A person so appointed by the members of HGSU3A shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of his appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

(2) Ex officio charity trustees

The Chair, Vice Chair, Treasurer, Assistant Treasurer, Secretary, Membership Secretary, Web Master and Events Organiser for the time being (“the office holders”) shall automatically, by virtue of holding those offices (“ex officio”), each be a charity trustee. An additional charity trustee being a non-office holder member of the Executive Committee may be appointed bringing the total number of charity trustees to a maximum of 9; this charity trustee shall have full voting rights and will hold office until the next Annual General Meeting.

An individual may only have one office holder role at a time.

If unwilling to act as a charity trustee, an office holder may:

- (a) before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
- (b) after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).

The office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

- (c) First and subsequent appointment of office holder members of the Executive Committee:

The first office holders shall be appointed by decision of the Executive Committee and shall serve until the first Annual General Meeting. They shall retire at that meeting but anyone retiring may stand for re-appointment provided he or she remains a member of HGSU3A.

- (d) First and subsequent appointment of another charity trustee member of the Executive Committee:

This additional charity trustee member of the initial Executive Committee (who must be a member of HGSU3A) may take office as the constitution is adopted or be appointed by the serving charity trustee members of the Executive Committee at any time between that date and the date of the first Annual General Meeting.

- (e) The first non-office holder charity trustee member of the Executive Committee shall serve until the first Annual General Meeting of HGSU3A and may then be reappointed to a full term (provided they remain a member of HGSU3A). At the first and at every subsequent Annual

General Meeting when a term of office expires, the non-office holder charity trustee member of the Executive Committee due to do so, shall retire.

(f) Terms of office and limits on periods of service:

- i. A non-office holder member of the Executive Committee has a fixed three year term of office and may not be re-appointed at the end of that term.
- ii. The Chair and Treasurer have a fixed three year term of office and may be re-appointed to one further term (to give a maximum period of six years service in the office of Chair or Treasurer). The individuals concerned may not stand for appointment to an alternative office at the end of that maximum six year period.

For the avoidance of doubt, if a Treasurer only serves one three year term, he or she could then stand for appointment as Chair.

- iii. Any other office holder member has a fixed three year term of office and may not be re-appointed to that office at the end of that term unless there are no other qualified candidates available to undertake that role. The individual may not stand for appointment to an alternative office at the end of that term, other than the office of Chair.
- iv. Nomination and election of candidates:

Prior written nomination of any candidate for appointment as a charity trustee office holder member or a charity trustee non-office holder member of the Executive Committee at an Annual General Meeting shall normally be required to be made by a proposer and seconder and to be in the hands of the Secretary of HGSU3A at least 28 days before the meeting; the seconder must be a member of HGSU3A and not themselves be office holder or non-office holder members of the Executive Committee.

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 HGSU3A 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.

- v. Casual vacancies – Charity trustee Office holder members and charity trustee non-office holder member of the Executive Committee:

The Executive Committee may fill any vacancy arising amongst the charity trustee office holder or the charity trustee non-office holder members of the Executive Committee, until the following Annual General Meeting. Any such appointee must be a member of HGSU3A. A person so appointed, who shall have full voting rights, may stand for appointment to a first full term at that meeting.

- vi. Co-options to Executive Committee:

The Executive Committee may in addition appoint not more than 5 co-opted HGSU3A members to the Executive Committee, who shall not be charity trustees, shall not have full voting rights at Executive Committee meetings but shall retain normal members' voting rights in accordance with Clause 11(6)(a) and may be invited to attend some but not all Executive Committee meetings. Such non-trustee members can hold office until the next Annual General Meeting. Thus the total number of charity trustee members (9) and non-trustee members of the Executive Committee (5) may not exceed 14. At that meeting a retiring co-opted member could be proposed for appointment 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.

14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of HGSU3A's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying HGSU3A in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) is removed by the members of HGSU3A in accordance with sub-clause (2) of this clause; or
 - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of HGSU3A.

16. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to HGSU3A is eligible for reappointment. A charity trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least three years.

17. Taking of decisions by charity trustees

Any decision may be taken either:

- by the charity trustees at an Executive Committee meeting; or
- by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
- a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
- the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to HGSU3A at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the Executive Committee comprising the charity trustees and the non-trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- (1) HGSU3A shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (3) If HGSU3A has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

22. Use of electronic communications

(1) General

HGSU3A will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

HGSU3A must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

24. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of HGSU3A;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of HGSU3A, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of HGSU3A entered on the Central Register of Charities.

26. Finance

- (1) The financial year of HGSU3A shall end on such date as the Executive Committee shall decide.
- (2) The funds of The HGSU3A shall be paid into such accounts as the Executive Committee may open in the name of HGSU3A. 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 HGSU3A accounts and dual authorisation shall normally be required for all transactions.
- (3) The Executive Committee shall determine the financial controls and procedures to be followed by HGSU3A, including but not limited to, controls and procedures in relation to accounts and transactions on them, and those shall be observed at all times.
- (4) The funds belonging to HGSU3A shall be applied only in furthering the charitable purposes.
- (5) 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 HGSU3A.
- (6) All proper costs, charges and expenses incidental to the management of HGSU3A and membership subscriptions in respect of the Third Age Trust may be defrayed from the funds of HGSU3A.

27. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of HGSU3A, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of HGSU3A on request.

28. Disputes

If a dispute arises between members of HGSU3A 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.

29. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of HGSU3A; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of HGSU3A.
- (2) Any alteration of clause 3 (Objects), clause 30 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of HGSU3A or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) The prior consent of the Third Age Trust must be requested for any proposed alterations to HGSU3A's constitution after the Charity Commission has registered HGSU3A and granted it charity status. HGSU3A may proceed with the proposed changes:
 - (a) at any time after specific consent has been received from the Third Age Trust; or
 - (b) when 4 weeks have passed since the consent request was delivered and the Third Age Trust has not notified HGSU3A of any objections to the proposal
- (4) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (5) A copy of any resolution altering the constitution, together with a copy of HGSU3A's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

30. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the HGSU3A may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve HGSU3A can only be made:
 - (a) at a general meeting of the members of HGSU3A called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of HGSU3A.
- (2) Subject to the payment of all HGSU3A's debts:
 - (a) Any resolution for the winding up of HGSU3A, or for the dissolution of HGSU3A without winding up, may contain a provision directing how any remaining assets of HGSU3A shall be applied.

- (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of HGSU3A shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of HGSU3A.
- (3) HGSU3A must observe the requirements of the Dissolution Regulations in applying to the Commission for HGSU3A to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of HGSU3A;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of HGSU3A have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of HGSU3A has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of HGSU3A, and to any charity trustee of HGSU3A who was not privy to the application.
- (4) If HGSU3A is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

31. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above;
or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

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

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

“**General Regulations**” means the Charitable Incorporated Organisations (General) Regulations 2012.

“**Dissolution Regulations**” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “**Communications Provisions**” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

“**charity trustee**” means a charity trustee of HGSU3A.

A “**poll**” means a counted vote or ballot, usually (but not necessarily) in writing.