

# Durham & District u3a

## CONSTITUTION

**Part 1 – covering the purposes of the charity and how its money and other property can be used. It also contains the powers to change the constitution and to wind the charity up.**

**The provisions in part 1 can only be changed by a 2/3rds majority of members present and voting at the general meeting.**

### **1. Adoption of constitution**

This constitution was adopted on the 4<sup>th</sup> July 2023. The Association and property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

### **2. Name**

Durham & District u3a (and in this document it is called the charity). It is a member of the Third Age Trust (herein after referred to as 'The Trust') (Registered Charity Number 288007).

### **3. Object**

The charity's object ('the object') is the advancement of education, and in particular the education of those retired from full-time work, by all means, including; associated activities conducive to learning and personal development in Durham City and surrounding district.

### **4. Application of income and property**

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

### **5. 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 the charity on terms preferential to those applicable to members of the public.
  - (b) sell goods, services or any interest in land to the charity.
  - (c) be employed by, or receive any remuneration from, the charity.

- (d) receive any other financial benefit from the charity; 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 trustees' or connected persons' benefits.
  - (a) A charity trustee or connected person may receive a benefit from the charity provided that it is available generally to the beneficiaries of the charity.
  - (b) A charity trustee may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
  - (c) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal for the rent or other terms of the lease are under discussion.

## 6. **Dissolution**

- (1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
  - (a) Directly for the object.
  - (b) By transfer to any other University of the Third Age ('u3a') or u3as or the Trust or charities for purposes the same as, or similar to, the charity.
  - (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 the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees 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 the charity be paid to or distributed among the members of the charity.
- (6) The trustees must notify both the Commission and the Trust promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.
- (7) The charity cannot continue to include the word 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.

## 7. **Amendment of the constitution**

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:
  - (a) No amendment may be made that would have the effect of making the charity cease to be a charity at law.
  - (b) No amendment may be made to alter the object if the change would undermine or work against the previous objects of the charity;

- (c) No amendment may be made to clause 3 (Object), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without prior consent in writing of the Commission;
- (d) Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that:
  - (a) Any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
  - (b) A copy of any resolution amending this constitution shall be sent to the Commission and to the Trust within twenty-one days of it being passed.

**Part 2 – sets out the administrative provisions, including membership, the appointment of charity trustees, members’ and trustees’ meetings and the powers available to the trustees in running the charity.**

**Provisions in part 2 require a simple majority of members present and voting.**

**8. Membership**

- (1) Membership is open to individuals as described in clause 3.
- (2)
  - a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
  - b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - c) The trustees must consider any written representations the applicant may make about the decision. The trustees’ decision following any written representation must be notified to the applicant in writing and shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The trustees must keep a register of names and contact details of the members.

**9. Termination of membership**

Membership is terminated if:

- (1) The member dies;
- (2) The member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members;
- (3) Any sum due from the member to the charity is not paid in full within 13 weeks of it falling due;
- (4) The member is removed from membership by a resolution of the trustees that it is in the best interests of the charity 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 13 weeks 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 conduct of the charity and
  - (c) The appropriate steps have been taken according to the charity’s procedures.

**10. General meetings**

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution, unless this constitution replaces an earlier constitution in which sub-clause (2) applies.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) A remote meeting may only be held in the event of a National emergency.
- (4) All general meetings other than annual general meetings shall be called special general meetings.
- (5) The trustees may call a special general meeting at any time.
- (6) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

#### **11. Notice**

- 1) If elections to the committee are required under this constitution, all members must be notified at least twenty-one clear days ahead of the election that nominations are requested and the closing date for receipt of such nominations shall be not more than fourteen clear days after this notice is given.
- 2) In the event of no nominations being received for one or more of the Honorary Officer posts or no member being willing to take on more than one of the Officer posts a majority decision can be taken by the committee to accept nominations from the floor of the meeting. In the event of this being unsuccessful a retiring officer may be asked to stay on until the next Annual General Meeting.
- 3) 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 twenty-one clear days ahead of that meeting.
- 4) The minimum period of notice to hold any general meeting of the charity (other than to consider a resolution for which a two thirds majority is needed) is fourteen clear days from the date on which the notice is deemed to have been given.
- 5) A general meeting may be called by shorter notice, if it is so agreed by a majority of all members present and entitled to vote.
- 6) 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.
- 7) The notice must be given to all the members and to the trustees.

#### **12. Quorum**

- 1) No business shall be transacted at any general meeting unless a quorum is present.
- 2) A quorum is:
  - (a) Five members present in person who are entitled to vote upon the business to be conducted at the meeting.
  - (b) One tenth of the total membership at the time, whichever is the greater.
- (3) If:
  - (a) A quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) During a meeting a quorum ceases to be present, the meeting shall be adjourned to such a time and place as the trustees shall determine.

- (4) The trustees 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.
- (5) 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 a quorum for that meeting.

### **13. Chair**

1. General meetings shall be chaired by the person who has been elected Chair or, in their absence, the Vice-Chair.
2. If no such person is present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
3. If there is only one trustee present and willing to act, s/he shall chair the meeting.
4. If no trustee 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. Adjournments**

- (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**

- (1) Each member present in person 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 s/he may have.
- (2) Any member who is unable to attend in person may complete a Voting Form according to a process agreed by the Trustees and submitted electronically or by post.

### **16. Officers and trustees**

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other committee members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the charity and in this constitution are together called 'the trustees'.
- (2) The charity must have the following officers:
  - (a) A Chair,
  - (b) A Vice chair,
  - (c) A Secretary, and
  - (d) A Treasurer
- (3) Every trustee must be a paid-up member of the charity
- (4) No one may be appointed a trustee if s/he would be disqualified from acting under the provisions of clause 19.
- (5) The number of trustees shall be not less than five and not more than fifteen.
- (6) Transitional arrangements for election or selection of trustees.
  - (a) The first trustees of a new u3a (including officers) shall be those persons acting as a steering group at the conclusion of the meeting at which this constitution is adopted. At any time until the first annual general meeting the existing trustees may

co-opt additional trustees up to the maximum number specified in sub-clause 16(5). The first trustees will serve until the first annual general meeting when all will retire but be eligible for nomination and subsequent election.

- (b) Upon adoption of this constitution the charity will continue with the terms of membership for those trustees eligible to continue as trustees under the charity's previous constitution with the proviso that any transitional arrangements end before the third annual general meeting after this constitution is adopted.
- (7) The maximum total period of service of any trustee shall be eight years in any combination of roles.
- (8) No-one may hold any specific officer position for a continuous period in excess of four years subject to re-election.
- (9) All non-officer trustees shall be elected annually but may be re-elected subject to the provisions in sections (7) to (9) of this clause.
- (10) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

### **17. Appointment of trustees**

- (1) The charity, at each annual general meeting, shall elect up to twelve trustees (including officers).
- (2) The elected trustees may, at any time, co-opt up to three trustees until the next annual general meeting and may re-appoint such co-opted trustees for one additional period which may not extend beyond the following annual general meeting or be excluded by clauses 16(7) to 16(8) whichever is the sooner.
- (3) The officers will normally be elected directly by the annual general meeting.
- (4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:
  - (a) Is signed by a member proposing a candidate for a specified role who is entitled to vote at the meeting, other than an existing Trustee where possible.
  - (b) Is signed by an unconnected member (as defined in clause 33) seconding the same candidate for the same specified role who is entitled to vote at the meeting,
  - (c) Is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) In the event of a casual vacancy among elected or co-opted charity trustees, the charity trustees may appoint a person who is willing to act to be a charity trustee. A charity trustee so appointed shall hold office only until the next annual general meeting.
- (6) (a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed the number fixed in accordance with clause 16(5) of this constitution.
  - (b) The trustees 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.

### **18. Powers of trustees**

- (1) The Trustees must manage the business of the charity and have the following powers in order to further the object (but not for any other purpose):
  - (a) To raise funds for the charity or any other charity with the same or similar purposes. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations,
  - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,

- (c) To sell, lease or otherwise dispose of any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117-122 of the Charities Act 2011,
  - (d) To borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply with sections 124-126 of the Charities Act 2011, if they intend to mortgage land,
  - (e) to 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 trust,
  - (f) to establish or support any charitable trusts, associations or institutions for any of the charitable purposes included in the object,
  - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects or with any other u3a,
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
  - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity,
  - (j) to open and operate such bank and other accounts as the trustees consider necessary, "The funds of The U3A, including all donations, contributions and bequests, shall be paid into an account/accounts operated by the Committee in the name of The U3A at such bank as the Committee shall from time to time decide. All payments from the account must be authorised by at least 2 Committee members"
  - (k) to do all such other lawful things as are necessary for the achievements of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any properly constituted meeting of the trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

#### **19. Disqualification and removal of trustees**

A trustee shall cease to hold office if s/he:

- (1) Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),
- (2) Ceases to be a member of the charity,
- (3) In the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months,
- (4) Resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect), or
- (5) Is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

#### **20. Proceedings of trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees provided reasonable notice is given.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.

- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to have been made.
- (7) The quorum shall be three or the number nearest to half of the total number of trustees present, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (9) If the number of trustees is less than the number fixed as a quorum the continuing trustees or trustee may only act for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the chair shall chair the meetings of trustees
- (11) If the chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

## **21. Conflicts of interest and conflicts of loyalties**

A charity trustee must:

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

## **22. 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:
  - (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 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 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 subclause (1) the resolution would have been void, or if the charity trustee has not complied with clause 21 (Conflicts of interests and conflicts of loyalties).

### **23. Delegation**

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minutes. Such a committee may have additional members who are not also trustees.
- (2) The trustees may impose conditions when delegating, including the conditions that;
- (a) The relevant powers are to be exercised exclusively by the committee to whom they delegate,
  - (b) No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

### **24. Irregularities in proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee;
- (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 trustee, and
  - (e) That trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
- (a) The trustees or
  - (b) Any committee of the trustees or
  - (c) The charity in general meeting shall be invalidated by reason of the failure to give notice to any trustee 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 the charity.

### **25. Minutes**

The trustees must keep minutes of all;

- (1) Appointments of officers and other trustees made by the trustees,
- (2) Proceedings at meetings of the charity,
- (3) Meetings of the trustees and committees of the trustees including
  - (a) The names of the trustees present at the meeting,
  - (b) The decisions made at the meetings and
  - (c) Where appropriate the reasons for the decisions.

### **26. Accounts, Annual Report, Annual Return**

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to;
  - (a) The keeping of accounting records for the charity,
  - (b) Preparation of annual statements of account for the charity,
  - (c) The transmission of the statements of account to the Charity Commission,
  - (d) The preparation of an Annual Report and its transmission to the Charity Commission,
  - (e) The preparation of an Annual Return and its transmission to the Charity Commission.
- (2) The charity must supply to the Trust such information about its membership as the Trust may require for the purposes of the charity being a member of the Trust.

**27. Registered particulars**

The trustees must notify the Charity Commission promptly of any changes to the charity's entry on the Central Register of Charities.

**28. Property**

- (1) The trustees must ensure the title to:
  - (a) All land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
  - (b) All investments held by or on behalf of the charity, are vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the trustees of the charity as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time.

**29. Repair and insurance**

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

**30. 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) The charity may give 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 members address
- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom, Isle of Man or the Channel Islands shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and for the purposes for which it was called.
- (5) Proof of notice
  - (a) Proof that an envelope containing a notice was properly addressed 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.

### **31. Rules**

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) The admission of members of the charity 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 the members of the charity in relation to one another, and to the charity's employees and volunteers,
  - (c) Setting aside the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes,
  - (d) The procedure at general meeting and meetings of the trustees so far as such procedure is not regulated by the constitution,
  - (e) The keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee 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) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall effect or repeal anything contained in, this constitution.

### **32. Disputes**

If a dispute arises between members of the charity 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.

### **33. Interpretation**

In this constitution 'connected person' means:

- (1) A child, parent, grandchild, grandparent, brother or sister of the trustee,
- (2) The spouse or civil partner of the trustee or of any person falling within sub-clause (1) above,
- (3) A person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) An institution which is controlled,
  - (a) By the trustee 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) The charity trustee 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.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

**34. Validation until first annual general meeting**

- (1) Until the first Annual General Meeting of the charity takes place this constitution shall take effect as if references in it to the trustees were references to the persons whose signatures appear at the bottom of the clause.
- (2) This constitution was validated and adopted for the u3a prior to its first annual general meeting, by its trustees on.....
- (3) Names and Signatures

**By entering your name and checking the box you are signing this document**

**Name**

.....

**Signature**

.....

**Name**

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**Signature**

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**Name**

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**Signature**

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