

THE THIRD AGE TRUST



THE UNIVERSITY OF THE THIRD AGE

The Companies Act 1985

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF
THE THIRD AGE TRUST

*As amended by Resolutions to date
and the Special Resolutions of
May 2008 and September 2013.*

Interpretations

1. In these Articles:

“The 1985 Act” means the Companies Act 1985.

“The 2006 Act” means the Companies Act 2006.

“The Acts” means the Companies Act 1985 and the Companies Act 2006.

“Clear days” in relation to notice of General Meetings means a period excluding the day on which notice is given or deemed given and excluding the day of the meeting.

“NEC” means the National Executive Committee of the Trust, which shall be its directors for the purposes of company law and, for so long as the Trust is a charity in law, shall also be its trustees for the purposes of charity law. Any reference to an NEC member or to an Executive Committee member shall be read and construed accordingly.

“Individual” means an individual who has legal capacity and who fulfils the criteria for U3A membership, unless expressly otherwise provided. Subject to any such specific other provision, it shall not include unincorporated members’ associations or corporate bodies of any kind.

“Regions” means such local government regions in England as may exist from time to time plus the countries of Northern Ireland, Scotland and Wales.

“The Seal” means the company seal of the Trust for the time being (if the Trust has adopted and chosen to retain a seal)

“U3As” means local Universities of the Third Age (known as U3As).

“U3A movement” means the collection of U3As as a whole.

“In writing” shall have the usual meaning in accordance with statutory interpretation provisions for the time being in force (save where otherwise specifically specified in these Articles).

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears.

Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Acts.

Members

2. The number of members of the Trust is unlimited.

3. Membership of the Trust is open to U3As, as specifically defined in Article 1 above (each U3A to take membership in its own right). In accordance with the provisions of the Acts, only those entered into the Register of Members shall be members of the

Trust. A U3A that is admitted to membership shall exercise its rights of membership via its human representative from time to time. That representative shall be appointed by the committee of the relevant U3A and must be a member of that U3A. The representative for the time being may attend and vote at any general meeting including the Annual General Meeting.

4. Any U3A that wishes to become a member of the Trust shall deliver to the Trust an application for membership in such form as the NEC may require. No U3A shall be admitted to membership unless:
 - (a) its application is approved by the NEC; and
 - (b) it has paid the annual fee for the time being applicable; and
 - (c) it has agreed to abide by any agreement for the time being in force between the Trust and its members.
5. The membership of any member shall automatically be terminated if it fails to pay the annual fee by the due date (as determined by the NEC from time to time).
6. In addition, the NEC may admit as an Associate any human person who supports the objects of the Trust and has paid the annual subscription for the time being applicable. Associates shall be entitled to receive notice of and attend General Meetings of the Trust and such other benefits as the NEC may from time to time decide, but they shall not have speaking or voting rights at any General Meeting and shall not be treated as members for any other purposes of these Articles of Association or of the Acts or of company law generally.

Register of Members

7. The Trust shall maintain a Register of Members in accordance with the requirements of the Acts from time to time. The information in that Register shall comply with the applicable provisions of the Acts. Members must inform the Trust promptly of any changes to the details held about them in the Register and shall respond promptly to any periodic enquiry from the Trust seeking verification of those recorded details and information about any changes to them.

Cessation of Membership

8. The rights and privileges of a member of the Trust shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
9. A member of the Trust shall cease to be a member immediately that it:
 - (a) fails to pay any fee, subscription or other sum as it becomes due, provided that the member concerned has been informed of this in writing; or
 - (b) resigns in writing to the Trust; or
 - (c) becomes insolvent or is otherwise dissolved; or

- (d) is expelled by the NEC for conduct prejudicial to the Trust or generally to the U3A movement, provided that any such member is notified of the proposal to expel in writing not less than twenty-eight days before the meeting at which the matter is to be considered and that member is given a reasonable opportunity of being heard or making written representation to the NEC.
10. A U3A that has ceased to be a member may be re-admitted to membership by the NEC if it meets the membership criteria and applies as specified in these Articles, and in such case the NEC may require that all or part of the fee(s) which would have been due during the period of non-membership be paid prior to re-admission.

General Meetings

11. The NEC shall convene in any year a General Meeting, designated as an "Annual" General Meeting, at such date, time and place as the NEC may determine, for such purposes as the rules or byelaws may specify (if any) or otherwise for such purposes as the NEC may determine. Without prejudice to the generality of the NEC's discretion, those purposes may include all or any of:
- (a) Considering the annual report of the NEC and the annual accounts of the Trust;
 - (b) Appointing or re-appointing any auditors or reporting accountants or independent examiners required to be appointed under the Acts (as amended by any applicable provisions of charity law);
 - (c) Appointing or re-appointing any member of the NEC, including any person who holds an officer position;
 - (d) The appointment of any individuals to honorary office as President, Vice-President or Honorary Fellow of the Trust (subject to any applicable provisions of the rules or byelaws of the Trust at that time);
 - (e) The sum of the annual subscription payable by members of the Trust.
12. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
13. The NEC may, whenever it thinks fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 303 of the 2006 Act.
14. The types of resolution that may be considered by any General Meeting shall be those permitted from time to time by the Acts. If the Acts specify the use of a particular type of resolution for a particular item of business the Trust shall propose that type of resolution to the members for that item of business. Where no type is specified under the Acts an ordinary resolution, as defined in section 282 of the 2006 Act, may be used.
15. Save where the Acts specify otherwise for a General Meeting to address a particular matter, any General Meeting, including that designated by the NEC as the Annual

General Meeting, may be convened on 14 clear days' notice. Notices of all General Meetings shall contain such information about the types and texts of resolutions to be considered at those meetings as the Acts may require.

Notices

16. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the NEC) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
17. The Trust may give any notice to a member either by sending it by post in a prepaid envelope addressed to the member at his registered address or by giving it using electronic communications to an address for the time being notified to the Trust by the member. A member must supply an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications. The member shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Trust.
18. A member present, either in person through its appointed representative or by proxy at any General Meeting of the Trust shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
19. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. 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. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.
20. Notice of every General Meeting shall be given in writing to every member of the Trust and to the auditors (if any) and to such other persons who are entitled to receive notice.
21. The accidental and clearly unintended omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

22. The quorum for General Meetings of the Trust shall be 10% of the total number of members of the Trust for the time being.
23. Each member may, by its appointed representative or its proxy, exercise the number of votes at any General Meeting of the Trust as attach to its membership by virtue of the size of its own membership, as follows:

- (a) Up to 200 members - one vote.
 - (b) From 201 to 500 members - two votes.
 - (c) From 501 to 1000 members - three votes.
 - (d) From 1001 to 2000 members – four votes.
 - (e) From 2001 members to 3000 members – five votes.
 - (f) From 3001 members – six votes.
24. Proxy voting is permitted. The provisions of the Acts regarding proxies shall be observed.
25. No person other than a member's appointed representative or its proxy shall be entitled to speak or vote on any question at any General Meeting.
26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the NEC may direct. The members present at a meeting so adjourned shall constitute a quorum.
27. The Chairman of the Trust shall preside as chairman at any General Meeting, but if he is not present within fifteen minutes after the time appointed for the commencement of the meeting, one of the Vice-Chairmen present, selected by the NEC members present, shall preside. If no Vice-Chairman is present, the NEC members present shall choose one of the NEC members present to be chairman of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
28. The Chairman of the meeting may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
29. At any General Meeting a resolution put to the vote of the meeting shall normally be decided by secret ballot.
30. A declaration by the Chairman of the meeting that a resolution, has, by whatever mechanism is deemed suitable, been carried or lost, shall require the total votes cast including the proxy votes and the proportions of the votes in favour or against the resolution, to be stated to the members present before the conclusion of the meeting.
31. A secret ballot may be demanded by at least 10 voting members present before a resolution is put to the vote. Such a resolution may only apply to the resolution under debate at the time and shall not prevent the continuance of a meeting for the

transaction of any other business than the question upon which a ballot has been demanded.

32. Except as specifically provided otherwise in any Article, in the case of an equality of votes, the Chairman of the meeting shall have a casting vote.
33. All members of the NEC shall receive notice of and may attend at General Meetings, but they may not vote as members of the NEC. They may only speak if invited to do so by the Chairman of the meeting. The NEC may at its discretion invite other persons to attend General Meetings.

Conflicts of Interest

34. The NEC may adopt a Conflicts of Interest Policy and associated procedures in relation to both the NEC members and the members of the Trust. Save where that policy and its associated procedures otherwise specify:
 - (a) No person with a personal interest may speak or vote on any resolution at any meeting of the NEC or any General Meeting of the members of the Trust;
 - (b) Indirect and direct personal interests of the person and of any persons or bodies connected to him (of which he is aware) must be declared;
 - (c) The membership of any person of a local U3A shall not of itself be taken to be a conflict of interest disqualifying that person from discussion and voting pursuant to the provisions of this Article.
35. The NEC members and the members of the Trust shall at all times observe the applicable provisions of the Acts with regard to declaration of interests, in addition to observing the Conflicts of Interest Policy and procedures of the Trust.

The NEC

36. The NEC shall comprise four Officers (Chairman of the Trust, Treasurer, two Vice-Chairmen), the immediate past Chairman for one term after he has ceased to be Chairman and other members of the NEC duly appointed pursuant to these Articles (not less than six or more than sixteen of them, being elected NEC members). The immediate past Chairman shall automatically remain a member of the NEC for the stated term and shall not require appointment at the Annual General Meeting.
37. Only persons who are members of a U3A, are not employees of the Trust and are not in full-time gainful employment may be appointed to the NEC. If any serving member of the NEC ceases to meet these requirements his position as an NEC member shall automatically terminate at that time.

Appointment of NEC Members and Officers, Terms of Office and Cessation of Office

38. Candidates for appointment to the NEC as elected members, must be nominated from within a Region's U3A membership, in accordance with such procedures as the NEC may from time to time adopt. The proposed appointment to the NEC of any

candidate so nominated may only be voted on by appointed representatives from U3As within the Region in question. Voting will take place by way of a postal ballot with the number of votes for each U3A as specified in Article 23.

39. The Officers shall be appointed at the Annual General Meeting for a one year term until the next such meeting. A retiring Officer may be re-appointed but:
 - (a) The office of Chairman may not be held for longer than three consecutive terms without a one year break from that office at the end of the third term;
 - (b) The office of Vice-Chairman may not be held for longer than three consecutive terms without a one year break from that office at the end of the third term;
 - (c) The office of Treasurer may be held for not more than six consecutive terms.
40. Any vacancy arising amongst the Officers may be filled by resolution of the NEC, the appointee serving until the next Annual General Meeting
41. Co-opted members of the NEC shall be appointed for a term of up to one year.
42. Save for the Officers and the co-opted members of the NEC, all other members of the NEC shall be appointed for a term ending at the third following Annual General Meeting. A retiring NEC member must take a one year break at the end of that term of office, but may stand for re-appointment after that break and may, immediately, stand for appointment as an Officer.
43. In the event of a regional trustee position remaining unfilled at the conclusion of the AGM or becoming vacant for whatever reason, an election will be held in accordance with Article 38. A newly elected trustee's period of service will be judged to have started from the date of the previous AGM. If after completion of the election process, one or more positions remain unfilled, the NEC has the right to appoint a trustee/trustees who will remain on the committee until the next AGM.
44. Not more than three NEC members may be co-opted by resolution of the NEC. A co-opted member of the NEC shall serve until the next Annual General Meeting. A retiring co-opted member may be co-opted again by the NEC for up to two further terms. At the end of the third term he must take a one year break.
45. Any President or Vice-Presidents or Honorary Fellows elected by the Trust shall not be members of the NEC and shall not have voting rights at any meeting of the Trust.
46. NEC members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the NEC or General Meetings of the Trust or in connection with the approved business of the Trust.
47. An NEC member or his firm shall not be permitted to act as Auditor or independent examiner to the Trust.
48. The office of an NEC member shall be immediately vacated if she/he:
 - (a) resigns his office in writing to the Trust; or

- (b) ceases to meet any of the conditions for NEC members set out in the above Articles; or
- (c) fails to declare his personal interest in any matter as required by these Articles or the Acts; or
- (d) is absent from three successive meetings of the NEC during a continuous period of twelve months without special leave of absence from the NEC and it passes a resolution that he has, by reason of such absence, vacated office; or
- (e) becomes bankrupt or is committed to care under the mental health legislation; or
- (f) is removed from office by resolution of the Trust in General Meeting in accordance with Section 168 of the 2006 Act.

Powers and Duties of the NEC

- 49. The business of the Trust shall be managed by the NEC who may exercise all such powers of the Trust as are not by the Acts, other statute or by these Articles required to be exercised or done by the Trust in General Meeting.
- 50. No decision made by the Trust in a General Meeting shall invalidate any prior act of the NEC which would have been valid had that decision not been made.
- 51. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Trust shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the NEC shall from time to time by resolution determine, provided that all instruments of expenditure above a certain limit specified from time to time by the NEC must be signed by at least two authorised signatories, at least one of whom must be an NEC member (including the Officers). All other instruments of expenditure shall be signed by at least one person authorised by the NEC.
- 52. Without prior prejudice to its general powers, the NEC may (subject to any requirements of charity law) exercise all the powers of the Trust to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Trust or of any third party subject to such consents as may be required by law.

Proceedings of the NEC

- 53. Members of the NEC shall meet together for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 54. Any two NEC members may, and the NEC on the requisition of two NEC members shall summon a meeting of the NEC which shall be held within twenty-eight days of

the receipt of the requisition. It shall not be necessary to give notice of a meeting of the NEC to any of its members for the time being absent from the United Kingdom.

55. The quorum necessary for the transaction of the business of the NEC shall be five members or one third of the members, whichever is the greater, provided that no meeting shall be quorate unless one half or more of those present are elected NEC members or Officers.
56. The NEC may act notwithstanding any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the NEC may act for the purpose of increasing the number of NEC members to that number, or of summoning a General Meeting of the Trust, but for no other purpose.
57. At every NEC meeting the Chairman of the NEC shall preside, but if he is not present within fifteen minutes after the time appointed for the commencement of the meeting then one of the Vice-Chairmen shall preside, and in his absence the NEC members present shall choose one of their number to be Chairman of the meeting whose function shall be to conduct the business of the meeting in an orderly manner.
58. All acts done by any meeting of the NEC or by any person acting as a member of the NEC shall, notwithstanding that it was afterwards discovered that there was some defect in the appointment of any NEC member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member.
59. A resolution in writing, signed by all the NEC members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the NEC and may consist of several identical documents signed by one or more NEC members.
60. The NEC may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretarial and Corporate Administration of the Third Age Trust

61. The NEC may appoint any person it thinks fit to perform company secretarial and corporate administration duties for the Trust. It shall have absolute discretion whether to retain any existing secretary or whether to fill any future vacancy in the office of secretary and, if it chooses not to retain or fill, as the case may be, it shall have absolute discretion to determine who shall be responsible for carrying out company secretarial and corporate administration duties for the Trust thereafter.

Records of Meetings

62. The NEC shall ensure that the Trust keeps records of all meetings of the NEC, all meetings of committees of the NEC and all General Meetings of the members of the Trust in such form and with such contents as the Acts may from time to time require. Access to those records shall be permitted in accordance with the legal requirements for the time being in force.

Delegation to Committees

63. The NEC may establish committees comprising NEC members and other people who are individual members of their own U3A. The NEC may delegate any of their powers (but not their role as directors for company law purposes and charity trustees for charity law purposes) to such committees as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the NEC and shall fully and promptly report all acts and proceedings to the NEC as soon as is reasonably practicable. A committee shall not have any expenditure powers unless otherwise expressly authorised by the NEC.

The Seal

64. The NEC shall provide for the safe custody of the Seal (if the Trust has a seal) which shall only be used by the authority of the NEC and every instrument to which the Seal shall be applied shall be signed by an NEC member and shall be countersigned by the Secretary or by a second NEC member. Every such application of the Seal shall be minuted.

Accounting Records, Accounts and Reports, Returns

65. The NEC shall cause accounting records to be kept in accordance with the provisions of the 1985 Act. The accounting records shall be kept at the registered office of the Trust or, subject to the provisions of the 1985 Act, at such other place or places as the NEC thinks fit, and shall always be open to the inspection of the officers of the Trust.
66. The NEC shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Trust or any of them shall be open to the inspection of members of the Trust not being NEC members, and no member (not being an NEC member) shall have any right of inspecting any accounting records or other records or documents of the Trust except as conferred by statute or authorised by the NEC or by the Trust in General Meeting.
67. Annual accounts and reports shall be prepared, approved by the NEC, audited or independently reported on (if required by law), circulated to the members of the Trust and filed at Companies House and with the Charity Commission in the form and within the time limits applicable to the Trust pursuant to the 1985 Act (as modified by the Charities Act 1993 and regulations made thereunder).
68. In every year a company annual return shall be filed with Companies House as required by section 363 of the 1985 Act and a charity annual return shall be filed with the Charity Commission as required by the Charities Act 1993 and regulations made thereunder.

Audit or Independent Report

69. If required by the Act auditors or an independent reporting accountant shall be appointed and their duties regulated in accordance with the provisions of the Act (as modified by the Charities Act 1993 and regulations made thereunder).

Dissolution

70. The provisions of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

Rules or Bye Laws and Standing Orders for General Meetings

71. The NEC may from time to time make such rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Trust and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate the admission and classification of members of the Trust, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members. Provided that any change in the annual membership fee payable by member U3As must be approved in advance by the Annual General Meeting.
72. The NEC may make such Standing Orders relating to the arrangements for and the conduct of General Meetings, including the Annual General Meeting, as it thinks fit.

Protection from Liability

73. For the purposes of this Article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Trust or otherwise in connection with his duties, powers or office. Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply:
- (a) The NEC shall have power to purchase and maintain for any auditor of the Trust and any officer of the Trust (not being a member of the NEC or auditor of the Trust), insurance against any Liability.
 - (b) The NEC shall have power to purchase and maintain for any NEC member such insurance against any Liability as is permitted by the Memorandum of Association of the Trust.
74. Every member of the NEC or auditor of the Trust and every officer of the Trust (not being a member of the NEC or auditor of the Trust) shall be indemnified out of the assets of the Trust against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.