



**CONSTITUTION OF THE CHARITY NAMED BELOW (HEREONIN CALLED "YAHR)
AN UNINCORPORATED MEMBERS ASSOCIATION, AND AN AFFILIATE OF THE THIRD AGE TRUST**

This is a charity in England and Wales.

Registered charity number: 1211388

1 Network Charity name

The network charity's name is:

u3a Yorkshire and Humber Region; it is a Network of u3a's in Yorkshire and Humberside. (the Network Area).

2 Object

The Network's object is the advancement of education of older people and those retired from full time work, by all means, including associated activities conducive to wellbeing, learning and personal development in the Network Area. This will be mainly undertaken by providing support and assistance to the u3as in the Network Area and to the Third Age Trust's Regional Trustee.

3 Trustees

The Network Charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the Network Charity and in this constitution are together called 'the trustees'.

3.1 The Network Charity should have the following officers. (There should not be more than 2 officers from the same u3a)

- (a) A Chair
- (b) A Vice-Chair (optional)
- (c) A Secretary
- (d) A Treasurer

3.2 Every trustee must be a member of a u3a that is a member of the Network Charity

3.3 The number of trustees shall not be less than 4 and not more than 12

3.4 Transitional arrangements for election or selection of trustees of a new Network Charity.

- (a) The first trustees of a new Network Charity (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 up till the first annual general meeting the existing trustees may co-opt additional trustees up to the maximum number specified in sub-clause 3.3 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 Network Charity will continue with the terms of membership for those trustees eligible to continue as trustees under the Network Charity's previous constitution with the proviso that all and any transitional arrangements end before the third annual general meeting after this constitution is adopted.
- (c) The maximum total period of service of any trustee shall be 9 years in any combination of roles whether or not the periods of service are contiguous.
- (d) The maximum continuous period of service in one specific role of service shall be:
 - (d.i) Chair and Vice-Chair 3 years
 - (d.ii) All other roles, including ordinary trustees 6 years
- (e) All trustees shall be elected annually but may be re-elected subject to the provisions in clauses 3.4.(c) to 3.4.(d).
- (f) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

4 Powers

The trustees must manage the business of the Network Charity and have the following powers in order to further the Object (clause 2) (but not for any other purpose):

- (a) to raise funds for the Network Charity or for a 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 all or 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 as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
- (e) to encourage and co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them and in particular with member u3as, other u3a networks, and The Trust;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
- (g) to promote and foster the exchange of experiences, expertise and resources across all member u3as within the Network Area;
- (h) organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures, research and other educational activities;
- (i) to enter into any partnership or joint venture arrangement with any other charity formed for any of the objects or with any other u3a;
- (j) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (k) to obtain and pay for such goods and services as are necessary for carrying out the work of the Network Charity;

- (l) to open and operate such bank and other accounts as the trustees consider necessary;
- (m) to do all such other lawful things as are necessary for the achievement of the Object and aims.

5 Membership

Membership of the u3a Yorkshire and Humber Region Network Charity is open to all u3as within the Network Area who are members of the Third Age Trust provided that they:

- (a) agree to abide by this constitution;
- (b) agree to abide by any conditions properly imposed by the trustees;
- (c) For the avoidance of doubt, membership is only open to u3as [represented by a duly authorised member acting on behalf of the u3a] and no individual may be a member of the YAHR Charity.
- (d) 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 YAHR Charity to refuse the application.
- (e) The trustees must inform the applicant u3a in writing of the reasons for the refusal within twenty-one days of the decision.
- (f) The trustees must consider any written representations the applicant u3a may make about the decision. The trustees' decision following any written representations must be notified to the applicant u3a in writing but shall be final.
- (g) Membership is not transferable.
- (h) The trustees must keep a register of names and contact details of each member u3a.

6 Termination of Membership

Membership is terminated if:

- (a) the member u3a ceases to exist;
- (b) the member u3a resigns by written notice to the Network Charity unless, after the resignation, there would be less than two members;
- (c) the member u3a is removed from membership by a resolution of the trustees that it is in the best interests of the Network Charity that the membership be terminated. A resolution to remove au3afrom membership may only be passed if:
 - (c.i) annual membership or any sum properly due to the Network Charity are unpaid for a period of six months after the due date; or
 - (c.ii) by way of expulsion at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of the Network Charity; and
 - (c.iii) the appropriate steps have been taken according to the Network Charity's or the Trust's procedures.

7 Annual General Meeting (AGM) and Special General Meeting (SGM)

The Network Charity must hold an AGM within twelve months of the date of the adoption of this constitution, unless this constitution replaces an earlier constitution in which case sub-clause 7.1 applies. 21 days notice shall be given to all u3as in the region to hold an AGM or SGM. 10% of the u3as with voting rights or 5 eligible u3ad must be present at the meeting, whichever is smaller

- 7.1 An AGM must be held in each subsequent year and not more than fifteen months may elapse between successive AGMs.
- 7.2 All general meetings other than an AGM shall be called SGMS.
- 7.3 The Network Charity trustees may call a SGM at anytime.

7.4 The Network Charity trustees must call a SGM if requested to do so in writing by at least five u3a authorised representative members or one tenth of the number of u3a authorised representative membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Network Charity trustees fail to hold the meeting within twenty-eight days of the request, the authorised representative members may proceed to call a SGM but in doing so they must comply with the provisions of this constitution.

7.5 A general meeting (whether an AGM or a SGM) may be held that allows attendance in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held using electronic means pursuant to this clause (7.5), such determination shall be set out in the notice of the general meeting sent to members, together with details of how a member may participate in such meeting.

7.6 Where the committee determines that a general meeting is to be held by electronic means only such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means only.

7.7 For the purposes of this clause 'exceptional circumstances' means circumstances which in the reasonable opinion of the committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.

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

7.9 If the meeting is to be held solely by electronic means pursuant to clause 7.6 the place of the meeting shall be deemed to be the charity's registered office address.

7.10 Proceedings at a general meeting held by electronic means pursuant to clause 7.6 or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 7.5 will not be invalidated due to technical issues which prohibit members from joining such meetings electronically, so long as a sufficient number of members to form a quorum.

7.11 The Network trustees shall present at each AGM the trustees' report and annual accounts of YAHR for the preceding year.

7.12 The YAHR management team shall seek approval, from the membership at the AGM, for the appointment of any independent examiner or auditor for the accounts, if permitted or required to do so by charity law.

8 Votes

Each member u3a shall have one vote which shall be exercised by their authorised representative 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 he or she may have.

8.1 by proxy

A member u3a may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 8.i.i.c.

8.1.i Proxies may only be validly appointed by notice in writing (a Proxy Notice) which:

- 8.1.i.a states the name and address of the member appointing the proxy;
- 8.1.i.b. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

- 8.1.i.c. is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
- 8.1.i.d. is delivered to the charity in accordance with clause 8.1.i.c.
- 8.1.i.c The trustees may from time to time determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting

8.2 by electronic balloting

Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the trustees may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.

- 8.3 A resolution in writing signed on behalf of each member u3a by its authorised representative who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more member u3as via by their authorised representative.

9 Trustee meetings (Committee Meetings)

- 9.1 Trustees should hold at least 4 meetings each year. At their first meeting after the AGM they will elect a Chair, Vice-Chair, Treasurer and Secretary. Trustees may act by majority decision.
- 9.2 At least 4 trustees must be present at the meeting to be quorate.
- 9.3 Minutes must be kept for every meeting
- 9.4 If trustees have a conflict of interest, they must declare it and leave the meeting while this matter is being discussed or decided.
- 9.5 The Trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.
- 9.6 A trustee's meeting or a meeting of a committee of trustees may be held in person or by suitable electronic means agreed by the trustees or the members of the committee (as the case may be) in which participant may communicate with all of the other participants.

10 Money and Property

All money and property received or held by YAHR must only be used for the charity's objectives (clause 2).

- 10.1 Trustees must keep accounts which must be Independently Examined prior to presentation the member u3as at an AGM.
- 10.2 The most recent annual accounts can be seen by any member u3a on request.
- 10.3 Trustees or authorised persons cannot receive money or property from YAHR, except to refund reasonable out of pocket expenses.
- 10.4 Money must be held in the YAHR bank account and withdrawals must be approved by 2 trustees. All cheques must be signed by 2 trustees.
- 10.5 Annual accounts shall be submitted as required to the Charity Committee

11 Dissolution

If the members resolve to dissolve YAHR the trustees will remain in office as YAHR trustees and be responsible for winding up the affairs of YAHR in accordance with this clause.

- 11.1 The trustees must collect in all the assets of YAHR and must pay or make provision for all the liabilities of YAHR.
- 11.2 any assets remaining after all debts have been paid, shall be divided equally between all u3as registered with The Trust in the Network Area.
- 11.3 In **no** circumstances shall the net assets of YAHR be paid to or distributed among individual u3a members of any u3a.
- 11.4 The trustees must notify both the Charity Commission and The Trust promptly that YAHR has been dissolved. If the trustees are obliged to send YAHR's accounts to the Charity Commission for the accounting period which ended before its dissolution, they must send YAHR's final accounts.
- 11.5 YAHR cannot continue to include the words 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 an affiliate of The Trust.

12 Amendment of the Constitution

YAHR may amend any provision contained in this constitution provided that:

- 12.1 no amendment may be made that would have the effect of making YAHR cease to be a charity at law
- 12.2 no amendment may be made to alter the Object if the change would undermine or work against the previous objects of YAHR
- 12.3 no amendment may be made to clause 2 (Object), 7 (Money and Property), clause 11 (Dissolution) or this clause without the prior consent in writing of the Commission and The Third Age Trust;
- 12.4 any resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a general meeting;

This constitution has been adopted by a majority vote of those present at an SGM held on this day

the 11 of November 2024

Chair of YAHR:

P E Collard

Name: Patricia Collard