



Constitution FAQs

Category: Constitutions

1. Introduction

1.1 Scope

Relevant to all u3as.

When referring to the Charity Commission in this document this means the relevant Charities regulatory body for your location which may be the Charity Commission for England & Wales, the Charity Commission for Northern Ireland, or the Office of the Scottish Charity Regulator (OSCR).

2. General

2.1 Do we need a constitution?

Yes, it is a legal requirement that all charities (regardless of whether they are registered or not) have a constitution. The constitution is a u3a's rulebook – it outlines what a u3a's purpose is, what the trustees can and can't do and how to manage u3a finances. It is a legal document that the u3a must abide by. The Trust has a model constitution which has been agreed with our lawyers and the Charity Commission which supports and protects u3as. This is updated periodically and all u3a are advised to adopt this latest version which is available on the website.

2.2 Do we need permission from the Trust to make changes to our constitution?

Yes, this is a condition of Trust membership. Please send a draft copy of your constitution for approval to: u3a.office@u3a.org.uk so that we can respond in good time. Please ensure that all proposed changes are highlighted in the constitution or listed on a separate sheet.

2.3 Do we also need permission from the Charity Commission to make changes to our constitution?

Yes, if you want to make changes to Part 1 of the constitution (including the object clause and the dissolution clause). No amendment may be made to Part 1 of the constitution (including the object and dissolution clauses) without the prior consent in



writing of the Commission and The Trust. You must also seek prior permission from the Charity Commission if you wish to adopt the Trust's model constitution if this means there will be any changes to Part 1 (if, for example, you have a much older constitution).

2.4 Can the committee make changes to the constitution without consulting their members?

No, your constitution is a legal document, which sets out the rules for running your u3a. Any changes in the constitution need to be accepted by the members at a vote at an AGM or EGM after seeking permission from the Trust and Charity Commission (if applicable).

3. Adoption of the 2021 Model Constitution

3.1. Do we have to adopt the latest Model Constitution?

You do not have to adopt the latest model if your current constitution still meets your requirements. However, the latest version includes updated guidance related to casual vacancies, proxy voting, electronic voting and holding Trustee meetings online. We recommend that you adopt this latest version.

3.2. Do we have to adopt all clauses and as written?

The Trust has developed this wording with the solicitors so that we know it is legal and appropriate and covers all the various nuances which may arise. Our recommendation is that you do.

3.3 Can we make changes to the model constitution prior to adopting it?

Prior written consent is required from the Trust to amend **any** provision in this constitution. Please send a draft copy of the constitution highlighted with the proposed changes to: u3a.office@u3a.org.uk

3.4 What is the process for adopting it?

Assuming you are adopting the Model Constitution in its entirety - Agreement from the committee to adopt it, a resolution to adopt at an AGM or EGM and a membership vote to adopt. Please notify the Trust when this has been adopted. Note that any updates that will mean a change to your existing Part 1 (or trustee benefits, dissolution or object clause) will require Charity Commission approval in addition to Trust approval.



3.5 If Clause 34. does not apply to us should we still sign the constitution with the date it was adopted?

An existing u3a wishing to adopt this constitution may remove section 34 as it is not relevant to them.

3.6 Our existing model states that “A member of the Executive Committee shall cease to hold office if he/she becomes an Officer or non-Officer member of the Executive Committee of any other u3a.” Does this still apply?

Yes, if this is documented in your constitution it still applies. You can however contact the Trust (u3a.office@u3a.org.uk) and request the removal of this clause to allow people to serve as an Officer or non -Officer member of the executive committee of more than one u3a if you feel it would benefit your u3a. .

3.7 Our existing constitution allows for the election of an Honorary President. Can we include it in this constitution?

It would depend on what this role involves. In older constitutions, Honorary President might be bestowed onto a founding member, for example, who would continue in this honorary role and attend special events. In this case this would not be required to be in your constitution, it is an honour you are bestowing on a member for outstanding service or support.

3.8 Do the terms of office start again from the adoption of the new constitution?

Under Clause 16(7) all trustees are subject to a maximum period in office of nine years (with no more than three years in any one role). **All** periods served (whether before or after adoption of the new constitution) count towards the maximum. In other words, if someone has served on the committee of a u3a for six years prior to the adoption of the new constitution, they will only be able to serve a maximum of three years after adoption, such three year period to include any transitional period under 16(6)(b).

On adoption, the terms of this constitution regulate the way a u3a is governed. This means that any u3a which adopts this constitution in its current form will need to comply with its terms in full. The above will apply in all cases – there is no opt out or scope for discretion in relation to trustee terms.

3.9 Once we have voted in the constitution, when does it come into effect?

Once you have voted in the new constitution (or any amendments to your existing one), the constitution will come into effect immediately – not when the general meeting has closed.



4. Committee

4.1 How many members should we have on our committee?

This will almost always be stated in your constitution. Our guidance is not less than 5 and not more than 15, which is based on guidance from the Charity Commission.

4.2 How much notice should we give members for opening and closing committee nominations?

It should say how much notice you need to provide to members in your constitution. The Trust Model Constitution 2021 requires members to be informed nominations are open **at least** 28 days before the election at a General Meeting. Nominations must be closed at least 21 days before the General Meeting- no other nominations can be submitted after this time. This is to allow a minimum of 7 days for nominations to be submitted, and a minimum of 3 weeks for members to consider this (and also for the committee to organise the voting).

However, this is only the minimum amount of time you must give members to submit and consider nominations – you can open nominations much further in advance as long as there are least 28 days until the General Meeting. You can also close nominations when you like as long as it is at least 21 days before the General Meeting.

4.3 No one has come forward for one or more of the Officer roles, can the current member continue?

If your u3a is having difficulty recruiting then please contact the Trust in the first instance. The Trust can advise on the wording of a resolution to extend for another year (until the next AGM), if appropriate. Any extension would need to go to an AGM (to members) to approve the extension. The 3-year limit is there deliberately and is governed by good practice. Note that an extension would need to be within the maximum period in office allowed by the constitution (nine years in the model constitution).

4.4 Can a committee member hold two roles on the committee, e.g., Chair and Secretary?

Officer roles cannot be doubled up. However, two or more positions can be held if only one of them is an Officer role. Officer roles are defined in the constitution and are usually the Chair, Vice-Chair, Secretary and Treasurer.



4.5 Can spouses/partners both be on the committee?

Spouses/partners can both be on the committee, however it is not advisable that they both hold Officer roles. The spouse/partner should not be able to authorise financial transactions made by the other spouse/partner.

4.6 How can we use casual vacancies and co-options?

Casual vacancy clauses can be used when for example, a committee member resigns mid-term. The committee can appoint a replacement without putting this to a member vote at the AGM. The person filling the vacant post can only remain on the committee until the next AGM where they must either step down or be formally elected to the post at the AGM, in the standard way.

A co-option is when a member is asked to join the committee for a fixed period, for example, to facilitate a knowledge or experience gap. A co-opted member does not need to be elected at the AGM though you will need to check your constitution for how long they can serve for. The number of co-options permitted is likely stated in your constitution.

4.7 Are co-opted members trustees?

Yes, anyone who sits on the committee, regardless of whether it is a co-opted or casual vacancy role is a trustee.

4.8 Can we change the terms of office for Officers/non-Officers?

The term of office will be defined in your constitution. Any changes to this would require approval first from the Trust and would need to be put to a resolution at your AGM. Please be aware that the Charity Commission encourages charities to renew their trustee boards to take advantage of new and different skills.

4.9 If new terms of office have been agreed at our AGM/EGM when does the tenure start?

This would commence at the AGM/EGM unless your constitution states otherwise. See 3.8 in this document for further guidance.

4.10 What is the maximum term a committee member can serve?

Good practice and the Charity Commission stipulates that there should be a turnover of committee membership within a charity. The guidance that the Trust received on this matter was that there should be a one-year gap between each three-year term in office for trustees with a maximum period of nine years in any combination of trustee posts.



In extreme circumstances when the alternative would lead to closure of the u3a, your u3a can request the removal of clause 16(8) from the model constitution. If your u3a is seeking removal of this clause please contact the Trust at: u3a.office@u3a.org.uk

4.11 Can a non-Officer stand for appointment as an Officer at the end of her/his fixed term of office? Can an Officer stand for appointment as a non-Officer at the end of her/his term of office?

First, check what your constitution states on this matter, but in general a non-Officer could stand for an Officer role at the end of their term in office or visa-versa. In the Trust Model Constitutions (since the 2012 version) the constitution requires officers to take a 12-month break before taking on the same officer post with a maximum period in office of nine years. However, they can take on another specific officer role at the end of the three year period assuming they have not reached their maximum period in service.

5. Voting

5.1 How many members need to vote to make changes to the constitution?

In order to make changes to Part 1 of the constitution, you must have a 2/3rds majority of members eligible to vote at a general meeting. To make changes to part 2, you require a simple majority of members eligible to vote at a general meeting. Adoption of a new constitution requires a 2/3rds majority.

5.2 Can we change the quorum?

Please contact the Trust if you want to look at changing your quorum size. An acceptable size of quorum will be dependent on the current size of your membership. Generally, 20% is acceptable but for very large u3as 10% may be more realistic. Reducing your quorum may mean that a very small number of people are able to make significant changes e.g., a quorum of 5% if you have 100 members means only three votes are required to obtain a simple majority and to pass a motion.

Any change to your quorum agreed with the Trust would need to be passed at an EGM or AGM which would need to comply with the current quorum required, as stated in your current constitution.

5.4 What is a proxy vote?

A proxy is the person you nominate to cast your vote, not the vote itself. You can nominate someone to cast your vote for you (e.g., the chair or another member) if you are unable to attend the meeting. You can still decide how you vote, and you must include this in your proxy notice. Alternatively, you may give your vote to your proxy and let them decide which way to vote. You should make it clear in your proxy notice how you wish them to use the vote and you should also include your name and address, the person



nominated as proxy and your signature. If sent by email, this is sufficient and you will not need to include your signature.

5.3 Do proxy votes count towards the quorum?

If your constitution allows for proxy voting, this counts towards the quorum. In order for business (such as voting) to be conducted, meetings must be quorate. If during the meeting it is no longer quorate, this does not invalidate any business conducted whilst the meeting was quorate.

5.5. We do not want to offer proxy voting; can we omit this clause?

If proxy voting is already in your constitution, then you cannot remove this option now without seeking approval from your membership. The provision for proxy (e.g., postal) voting will be important for members who are not able to attend an AGM or EGM – provision needs to be made to accommodate their votes and contribution. Proxy votes are also added to your quorum to help protect against holding meetings that are not quorate in future. It is recommended that you include proxy voting (this needs to be reflected in your constitution).

5.6. Why can't we include postal voting instead of proxy voting?

Proxy voting includes postal voting, but also voting via phone and email. Proxy voting means giving your vote to a nominated person (the proxy e.g., a committee member) to vote on your behalf, in line with your wishes.

6. Meetings

6.1 How often should we hold our Annual General Meeting (AGM)?

AGMs should be held within 15 months of the last AGM according to Charity Commission guidelines.

6.2 Should AGMs be held in person?

General meetings can be held in entirely in person, entirely online or as a hybrid **as long as there is a provision for this in your constitution.**

6.3 Can we hold online or hybrid meetings?

You can only hold an online or hybrid meeting as long as there is a clause in your constitution that allows you to do. The Charity Commissions have now ended their dispensation to allow for online hybrid meetings, and all charity regulators in the devolved nations recommend that you should add virtual meeting clauses into your constitution.



6.4 When can we call Special General Meetings?

Special General Meetings/SGMs (also called Extraordinary General Meetings, EGMs) can be called at any time when there is business to discuss between AGMs that require participation of the voting membership.

u3a Constitution FAQs		The Third Age Trust	
Version	Description of changes	Date of change	Review date
2.0	Updated formatting	14/01/2022	01/11/2022
3.0	Additional FAQs added, new categories added	01/11/2022	01/11/2023
4.0	Amended 3.6 & 4.10 to reflect new FAQs. Clarification added to 3.4, 4.3, 4.5, 4.9, 5.1 and 5.5	05/02/2024	05/02/2025