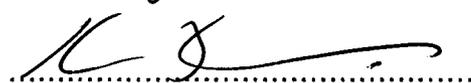


Constitution of Fairford and District u3a ("F&Du3a"),
an unincorporated members' association, and a member of
the Third Age Trust.

Signed for identification by the Chair and Vice Chair of F&D u3a on adoption by the
members of F&D u3a by resolution passed at a general meeting duly convened and
held at [P.HALL] on the [1st] day of [April]: 2025

.....
Chair 

.....
Vice Chair 

F&D u3a is a charity in England and Wales

Registered Charity Number: 1072658

Part 1

1. Adoption of the constitution

This constitution was adopted on the [1/04/2025]. The association and its
property will be administered and managed in accordance with the provisions in Parts
1 and 2 of this constitution.

2. Name

The Association's name is Fairford and District University of the Third Age (and in this
document it is referred to as "F&D u3a"). It is a member of the Third Age Trust
(hereinafter referred to as 'The Trust') (Registered Charity Number 288007).

3. Object

F&D u3a's object (the 'object') is the advancement of education, and in particular the
education of older people and those retired from full time work, by all means including
associated activities conducive to learning and personal development in Fairford and
Lechlade and the area surrounding them.

4. Application of income and property

- (1) The income and property of F&D u3a shall be applied solely towards the
promotion of the object.
 - (a) A charity trustee is entitled to be reimbursed from the property of F&D u3a
or may pay out of such property reasonable expenses properly incurred by
him or her when acting on behalf of F&D u3a.

- (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at F&D u3a's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of F&D u3a may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of F&D u3a. This does not prevent a member who is not also a trustee from receiving:
 - (a) a benefit from F&D u3a in the capacity of a beneficiary of F&D u3a;
 - (b) reasonable and proper remuneration for any goods or services supplied to F&D u3a.

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 F&D u3a on terms preferential to those applicable to members of the public;
 - (b) sell goods, services or any interest in land to F&D u3a;
 - (c) be employed by, or receive any remuneration from, F&D u3a;
 - (d) receive any other financial benefit from F&D u3a; 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 F&D u3a in the capacity of a beneficiary of F&D u3a provided that it is available generally to the beneficiaries of F&D u3a.
 - (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to F&D u3a 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 interest on money lent to F&D u3a at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - (d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to F&D u3a. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6. Dissolution

- (1) If the members resolve to dissolve F&D u3a the trustees will remain in office as charity trustees and be responsible for winding up the affairs of F&D u3a in accordance with this clause.
- (2) The trustees must collect in all the assets of F&D u3a and must pay or make provision for all the liabilities of F&D u3a.
- (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, those of F&D u3a;
 - (c) in such other manner as 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 F&D u3a specifying the manner in which the trustees are to apply the remaining property or assets of F&D u3a 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 F&D u3a be paid to or distributed among the members of F&D u3a.
- (6) The trustees must notify both the Commission and The Trust promptly that F&D u3a has been dissolved. If the trustees are obliged to send F&D u3a's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission F&D u3a's final accounts.
- (7) F&D u3a 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 a member of The Trust.

7. Amendment of constitution

- (1) F&D u3a may amend any provision contained in Part 1 of this constitution provided that:
 - (a) the prior written consent of The Trust has been obtained;
 - (b) no amendment may be made that would have the effect of making F&D u3a cease to be a charity at law;
 - (c) no amendment may be made to alter the object if the change would undermine or work against the previous objects of F&D u3a;
 - (d) 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 the prior consent in writing of the Commission and The Trust;

- (e) 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) the prior written consent of The Trust has been obtained,
 - (b) any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting
 - (c) 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

8. Membership

- (1) Membership is open to individuals as described in clause 3.
- (2) The trustees may only refuse an application for membership if, acting reasonably and properly:
 - (a) they consider it to be in the best interests of F&D u3a 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 representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The trustees must keep a register of names and addresses of the members.

9. Termination of membership

Membership is terminated if:

- (1) the member dies; or
- (2) the member resigns by written notice to F&D u3a unless, after the resignation, there would be fewer than two members; or
- (3) annual membership fees shall not have been paid by 31st March in a relevant financial year or other fees are unpaid for one month after the due date; or
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of F&D u3a that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) 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 F&D u3a and
 - (b) the appropriate steps have been taken according to F&D u3a's or The Trust's procedures.

10. General meetings

- (1) An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
- (2) The ordinary business of an annual general meeting shall be:
 - (a) to receive consider and approve the Trustees' Report and Accounts of F&D u3a for the latest financial year of F&D u3a ended before the date of the annual general meeting;

- (b) to appoint an examiner to consider and report on the Trustees' Report and Accounts for the latest financial year of F&D u3a ending after the date of the annual general meeting;
 - (c) to elect officers and trustees of F&D u3a;
 - (d) and such ancillary matters as may properly be considered at an annual general meeting.
- (3) Online and hybrid general meetings
- (a) A general meeting (whether an annual general meeting or a special general meeting) 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 by electronic means pursuant to this clause 10 (3)(a), such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting.
 - (b) 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.
 - (c) 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.
 - (d) 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 shall count towards the quorum for the relevant meeting.
 - (e) If the meeting is to be held solely by electronic means pursuant to clause 10 (3)(a), the place of the meeting shall be deemed to be F&D u3a's registered office address.
 - (f) Proceedings at a general meeting held by electronic means pursuant to clause 10(3)(a), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 10(3)(a), will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under clause 12(2) is able to join the meeting successfully.
- (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 one tenth of the members entitled to attend and vote at the meeting. The request must state the general nature of the business that is to be discussed and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
- (7) A resolution may properly be moved at a meeting unless:
 - (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or this constitution or otherwise),
 - (b) it is defamatory of any person, or
 - (c) it is frivolous or vexatious.
- (8) If the trustees fail to send notice convening a meeting within twenty-eight days of a request made pursuant to clause 10(6), the members who gave the notice 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 28 clear days ahead of the election that nominations are requested and the closing date for the receipt of such nominations shall be at least 21 clear days after this notice is given.
- (2) 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 21 clear days ahead of that meeting.
- (3) The minimum period of notice required to hold any general meetings of F&D u3a (other than to consider a resolution for which a two-thirds majority of the members is needed) is fourteen clear days from the date on which the notice is deemed to have been given.
- (4) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (5) 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.
- (6) 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 whichever shall be the higher of:
 - (a) five members entitled to attend and vote at the meeting; or

- (b) one tenth of the total members entitled to attend and vote at the meeting less (if any) the number of such members who have submitted a valid absentee vote pursuant to arrangements made in accordance with clause 15(4).
- (3) If:
 - (a) a quorum is not present at or shortly after the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such 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 at or shortly after the time appointed for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting the Vice Chair or a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she 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 either in person or by electronic means 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 who has paid a full subscription to F&D u3a for the financial year

in which the general meeting takes place shall be entitled to one vote.

- (2) 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.
- (3) A resolution in writing signed by each member 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 members.
- (4) The trustees may make (and from time to time revise) procedures for absentee voting within F&D u3a, ensuring that all members have the opportunity to vote on key decisions, irrespective of their ability to attend a meeting. A vote of a member validly submitted to F&D u3a in conformity with those procedures shall be treated as valid as if it had been cast by a member present at the relevant general meeting.

16. Officers and trustees

- (1) F&D u3a 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 F&D u3a and in this constitution are together called 'the trustees' and each separately is a 'trustee'.
- (2) F&D u3a should 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 F&D u3a.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 19. .
- (5) The number of trustees shall be not less than 5 and not more than 15.
- (6) Upon adoption of this constitution F&D u3a will continue with the terms of membership for those trustees eligible to continue as trustees under F&D u3a's previous constitution.
- (7) Subject to clause 10(9) below the term of appointment for every trustee shall be from the date of his or her election or appointment until the conclusion of the annual general meeting next following that date or if that annual general meeting shall be adjourned until the conclusion of the adjourned meeting. The maximum total period of service of any trustee shall be twelve years in any combination of

roles whether or not the periods of service are contiguous.

- (8) No-one may hold any specific officer position or be an ordinary (non-officer) trustee for a continuous period in excess of six years without an interval of at least one year between the periods of service.
- (9) All trustees shall be elected annually but may be re-elected subject to the provisions in sections (7) to (8) 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) F&D u3a 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 reappoint 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 F&D u3a is given a notice that:
 - (e) is signed by a member proposing a candidate for a specified role who is entitled to vote at the meeting;
 - (f) is signed by an unconnected member seconding the same candidate for the same specified role who is entitled to vote at the meeting;
 - (g) 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.
 - (a) The appointment of a trustee, whether by F&D u3a 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 F&D u3a and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds for F&D u3a 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 F&D u3a. 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 F&D u3a 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 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 formed 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 F&D u3a;
 - (j) to open and operate such bank and other accounts as the trustees consider necessary;
 - (k) to do all such other lawful things as are necessary for the achievement 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 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 he or she:

- (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 F&D u3a;
- (3) in the written opinion, given to F&D u3a, 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 F&D u3a (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) A trustees' meeting or a meeting of a committee of the 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 each participant may communicate with all the other participants.
- (3) Any trustee may call a meeting of the trustees provided reasonable notice is given.
- (4) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (5) Questions arising at a meeting must be decided by a majority of votes.
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (7) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. The quorum shall be two or the number nearest to two-thirds of the total number of trustees, 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 the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the 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 interests and conflicts of loyalties

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with F&D u3a or in any transaction or arrangement entered into by F&D u3a which has not been previously declared; and
- (2) absent himself or herself from any discussions of F&D u3a trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of F&D u3a 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 of the charity trustees 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 the 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 keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (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 minute book. 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 F&D u3a 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 was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the 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) (d) the vote of that trustee; and
- (e) (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 of 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) F&D u3a 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 F&D u3a.

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 F&D u3a;
- (3) meetings of the trustees and committees of 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:
 - (d) the keeping of accounting records for F&D u3a;
 - (e) the preparation of annual statements of account for F&D u3a;
 - (f) the transmission of the statements of account to the Commission;
 - (g) the preparation of an Annual Report and its transmission to the Commission;
 - (h) the preparation of an Annual Return and its transmission to the Commission.
- (2) F&D u3a must supply to The Trust such information about its membership as The Trust may require for the purposes of F&D u3a being a member of The Trust.

27. Registered particulars

The trustees must notify the Commission promptly of any changes to F&D u3a'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 F&D u3a that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of F&D u3a, are vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the trustees of F&D u3a 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 F&D u3a.

- (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 F&D u3a (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) F&D u3a may give any 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 member's address.
- (3) A member who does not register an address with F&D u3a or who registers only a postal address that is not within the United Kingdom, the Isle of Man or the Channel Islands shall not be entitled to receive any notice from F&D u3a.
- (4) A member present in person at any meeting of F&D u3a shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) Proof of notice
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid 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 F&D u3a 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 members of F&D u3a in relation to one another, and to F&D u3a's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of F&D u3a's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of F&D u3a 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) F&D u3a 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 F&D u3a.
- (5) The rules or bye-laws shall be binding on all members of F&D u3a. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

32. Disputes

If a dispute arises between members of F&D u3a 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.