

Sandbach & District u3a Code of Practice

Introduction

The purpose of this Code of Practice is to set out some important aspects of how Trustees and members operate, without necessarily having to change our constitution. Recent changes brought in by the Charity Commission and Third Age Trust mean that changing our constitution is rather cumbersome and complicated. Having a Code of Practice enables us to change some aspects of the way we operate more swiftly and easily, on condition that members agree with any proposed changes.

1. Rules or Codes of Practice

- 1.1 The Trustees may make Rules or Codes of Practice to regulate any aspect of the u3a's business, including:
 - How Trustees conduct their business
 - Conditions of membership, including fees and subscriptions
 - The conduct of members
 - The procedure at General Meetings
 - The keeping of records
- 1.2 No Rules or Codes of Practice shall be inconsistent with or invalidate any part of the constitution.
- 1.3 Rules or Codes of Practice will include the use of gender-neutral language, such as Chair and Vice Chair.
- 1.4 Rules or Codes of Practice that have been presented and agreed at an Annual General Meeting will be binding on all members of the u3a, including the Trustees.

2. Trustees

- 2.1 The officers and other members of the Executive Committee are the Trustees of the u3a, with the exception of any persons appointed under clause 6 iv of the constitution.
- 2.2 Every Trustee must be a paid-up member of the u3a.
- 2.3 No-one may be elected a Trustee or an officer at any Annual General Meeting unless prior to the meeting the u3a is given a notice that:
 - a) is signed by a member, who is entitled to vote at the meeting, proposing the candidate
 - b) is signed by an unconnected member (ie. not related or in a business relationship), who is entitled to vote at the meeting, seconding the same candidate
 - c) is signed by the person proposed to show his or her willingness to be appointed.
- 2.4 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made.
- 2.5 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.
- 2.6 Trustees must declare any interest which they have in a proposed transaction or arrangement with or entered into by the u3a which has not been previously declared, and they must absent themselves from any discussions of the Trustees in which it is possible that a conflict of interest will arise.
- 2.7 No Trustee or connected person (ie. related or in a business relationship) may receive any kind of benefit, financial or otherwise, from the u3a except in return for the reasonable and proper supply of goods or services which are not part of their role as a Trustee.

3. General Meetings

- 3.1 Participation in the meeting:

- a) A general meeting may be held that allows attendance in person or by suitable electronic or other means, as agreed by the Trustees. The notice of general meeting sent to members should include details of how a member may participate in it.
- b) In exceptional circumstances, the Trustees may decide that a general meeting should be held where some or all members may not attend in person. In this case, the notice of general meeting sent to members should include the reasons for that decision and the methods by which members may participate. The place of the meeting shall be deemed to be the charity's registered office address.
- c) If a general meeting is held where some or all members may not attend in person, members should be enabled to take part by post, by email or by other means agreed by the Trustees.
- d) Proceedings at a general meeting involving electronic participation 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 15 ii in the constitution are able to participate.
- e) All members taking part in a general meeting, whether in person, electronically or by post, will be considered to be present and will count towards the quorum defined in clause 15 ii in the constitution.
- f) 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 voting mechanism, which will be explained in the notice of meeting.

3.2 Chairing the meeting:

- a) If the Chair of the u3a is not present within fifteen minutes of the time appointed for a general meeting, a Trustee nominated by the Trustees shall chair the meeting.
- b) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- c) 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.

3.3 Adjournments:

- a) The members present at a meeting may resolve that the meeting shall be adjourned.
- b) 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.
- c) 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.
- d) 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 reconvened meeting stating the date, time and place of the meeting.

4. Disputes

If any dispute arises which cannot be settled by agreement, the parties to the dispute must in good faith attempt to settle the dispute by mediation before resorting to litigation.