

**Standing Orders of the Bulkington, Nuneaton and Bedworth
University of the Third Age (BNB U3A), formally adopted on 12 March
2019**

1. General

1.1 Reason

- 1.1.1 Standing orders are the written rules of a legally established organisation and are there to stipulate on how the formal constitution is implemented.
- 1.1.2 These Standing Orders and lists of responsibilities are necessary to ensure that The Executive Committee carries out its work efficiently, and in compliance with the Constitution. However Standing Orders can be changed on a majority vote of the Executive Committee, and such changes are not reportable to any outside agency.
- 1.1.3 It is important to have guidance so that successive committees do not have to reinvent procedures. Guidance in the form of Standing Orders would normally be reaffirmed by a vote of the new committee at its first meeting, but can be amended as necessary by a simple majority of the Executive Committee. Such amendments however must not cause a conflict with the Constitution, which takes precedence over all other documents.

1.2. Definitions:

- 1.2.1 The following are definitions and abbreviations used in this document:
 - Executive Committee* - the main governing body of the U3A organisation. All members of this committee are legal trustees for the purposes of Charity Commission law. Hence forth known as the 'Committee'
 - Officers* - The Officers are the Chairman, Vice-Chairman, Secretary, and Treasurer.
 - Member of the Committee* - The Members are those that form the balance of the Committee. All must have been elected or co-opted (see Constitution rules 6i to vii).
 - BNB* - Bulkington, Nuneaton and Bedworth
 - TAT* - Third Age Trust
 - Chairman* - Although seemingly gender specific the term used here can and shall refer to the person of either sex that has this role. Gender neutral terms such as Chair or Chairperson are too clumsy and draw attention to the gender issue rather than to the specific Order being discussed. This also applies to Vice-Chairman.

2. List of Responsibilities of the Officers, Members and Trustees of the Committee

2.1 Chairman

- 2.1.1 The role of the Chairman is to prepare and conduct the Annual General Meetings (AGM) and Committee meetings; to take a lead in maintaining the organisation and improving its performance; to bring innovation and planning to the running of the organisation. It is also the prime

responsibility to ensure that the committee and organisation works to the approved Constitution (and these Standing Orders) of BNB U3A.

2.2 Vice-Chairman

- 2.2.1 The main duty of a Vice-Chairman is to help the Chairman in any way possible. This can include preparing for committee meetings, communicating new policies identifying any problems amongst committee members. It is the role of the Vice-Chairman to discover the facts of any situation and report back to the Chairman.
- 2.2.2 In addition, a Vice-Chairman should be ready to fill in for the Chairman if he/she is unable to attend or carry out his duties.
- 2.2.3 It is the duty of the Vice-Chairman to help the Chairman in defining policy for the consideration of the full committee.
- 2.2.4 To take responsibility of managing and representing sub-groups or working parties. The Vice-Chairman runs and controls these under his/her Vice-Chairmanship. Once policy has been decided by the committee it will be the Vice-Chairman's job to see it implemented via whatever person(s) is responsible or guide the working party to a conclusion.
- 2.2.5 Until the situation with respect to the local network of U3As is re-established it is the Vice-Chairman's duty to be the effective local U3A network liaison officer.

2.3 Secretary

- 2.3.1 To minute Committee and Annual General Meetings
- 2.3.2 Receive correspondence
- 2.3.3 Distribute information from the Third Age Trust (TAT) and West Midlands Region, etc. to relevant parties
- 2.3.4 Archive Committee and General Meeting minutes and agenda papers, Annual Bulletins, and Newsletters in line with the adopted Retention of Records.
- 2.3.5 Maintain a register of equipment whether held by members, on loan, or in the store
- 2.3.6 Organise AGM or Special or Extraordinary General Meetings
- 2.3.7 To ensure that all proceedings are in compliance with Charity Commission regulations

2.4 Treasurer

- 2.4.1 To provide all necessary financial information to the Committee and AGM
- 2.4.2 Carry out and keep records of all financial transactions.
- 2.4.3 Financial reporting
- 2.4.4 To enable the Committee to comply with their responsibilities under Constitution para.11 (Accounts)
- 2.4.5 The Treasurer (or assistant) must provide a report on the finances of the U3A at each Committee meeting.

2.5 Other Trustees

- 2.5.1 Together with the Officers, to be responsible for the good management of the U3A, its compliance with statutory requirements, and with its stated objectives
- 2.5.2 All Trustees must read and accept the Code of Conduct for Trustees produced by the Third Age Trust (TAT) as well as guidance produced by The Charity Commission. This must be done by each trustee each year

when the new Committee takes up office. (See guidance document on TAT web site).

2.6 Other Responsibilities

- 2.6.1 There are other duties, which may either be carried out by trustees or by ordinary members. Some of these may require reports to the Committee, or attendance at it, and so may be held by “special expertise” members invited to attend the Committee under Constitution rule 6(iv).
- 2.6.2 The duties of The Committee Members vary according to the needs of the organisation. At the first Committee meeting following the AGM, the Officers of the Committee will examine the needs of the organisation and assign responsibilities to the elected Committee Members. The maximum number of these members is given by Constitution rule 6(ii.b)
- 2.6.3 There may be instances in the duties of Members of the Committee that because of the specific nature of the role that a Job Description needs to be determined. In these instances the Chairman can elect to have a job description appended to the Orders in an Appendix.

3. Trustees

3.1 Role of Trustee

- 3.1.1 Before a member agrees to become a committee member of BNB U3A, it is essential that they are made aware that all committee members automatically become trustees of BNB U3A. However, Third Age Trust insurance policies do provide indemnity cover for the legal liability of a trustee for any loss which results from a wrongful act when carrying out the duties of a trustee.
- 3.1.2 A trustee is responsible for the general control and management of BNB U3A and must carry out his/her duties within the context of the governing document i.e. the BNB U3A Constitution.
- 3.1.3 In the event of any conflict in direction, rule, or advice between any document and the BNB Constitution, the BNB Constitution takes automatic precedence as it is the only legal and formal document approved by the organisation for its governorship and one that is approved by the three controlling bodies; the Charity Commission, Tax Authorities, and the Third Age Trust (TAT).

3.2 An overview of trustees responsibilities:

- 3.2.1 Ensuring BNB U3A is carrying out its purposes for the public interest
- 3.2.2 Comply with BNB U3A’s governing document (constitution) and the law and act in the best interests of BNB U3A (see 4.1.3 above)
- 3.2.3 Manage BNB U3A resources responsibly
- 3.2.4 Act with reasonable care and skill
- 3.2.5 Ensure that BNB U3A is accountable
- 3.2.6 Ensure that it operates in a manner that is consistent with its objects and purposes
- 3.2.7 Act with care and diligence and in accordance with any legal requirements
- 3.2.8 To undertake appropriate induction (see para 4.3)

3.3 What should induction include?

- 3.3.1 As part of their induction new trustees should, where possible, be given:
- 3.3.2 Guidance documents issued by the Charity Commission for U3As in England and Wales (The Essential Trustee CC3a/CC3) which give a good overview of trustee responsibilities.
- 3.3.3 A copy of the BNB U3A Constitution (essential)
- 3.3.4 Minutes of previous 12 months meetings
- 3.3.5 A copy of Committee Procedures and any job descriptions
- 3.3.6 An overview on how different aspects of the BNB U3A are organised e.g. interest groups/monthly meetings/social events etc.
- 3.3.7 Key policy documents - trustee code of conduct, disciplinary code
- 3.3.8 Latest annual report and accounts
- 3.3.9 Advice on where to find TAT information leaflets and advice sheets on such topics as insurance, data protection
- 3.3.10 Advice on where to find resources available from the Third Age Trust (TAT)
- 3.3.11 Dates of future committee meetings and AGMs

4. Code of Conduct for BNB U3a Trustees (Committee Members)

4.1 Introduction

- 4.1.1 This code of conduct is an agreement between the organisation and the individual committee member which spells out the standards of behaviour expected. Current and new trustees should be asked to confirm their acceptance of the code which should be minuted.

4.2 General Responsibilities

- 4.2.1 Trustees are recommended to read the Charity Commission leaflet CC3 entitled 'The Essential Trustee - what you need to know' which can be downloaded from the Charity Commission website.
- 4.2.2 Trustees must comply with Charity Law and the requirements of the Charity Commission as regulator.
- 4.2.3 Trustees are expected to know, follow and promote the Principles of the U3A Movement at every opportunity.
- 4.2.4 Trustees must always act in the best interests of BNB U3A and the U3A Movement, strive to uphold its reputation and never do anything which could bring BNB U3A or the U3A movement into disrepute or expose it to undue risk.
- 4.2.5 Trustees are expected to reflect the current organisational policy of BNB U3A, regardless of whether it conflicts with their personal views.
- 4.2.6 Trustees are expected to abide by BNB U3A's governance procedures and practices.
- 4.2.7 Trustees must never derive any pecuniary benefit from being a trustee and must notify the Chairman of any gifts received.
- 4.2.8 Trustees are expected to use BNB U3A's resources responsibly and only to further its stated charitable objects/purposes.
- 4.2.9 Trustees should inform the Chairman before accepting an invitation to speak on behalf of the U3A.
- 4.2.10 Trustees will respect both the authority of the Chairman in the role of meeting leader and accept majority committee votes as final.

4.2.11 Trustees are expected to treat fellow committee members courteously and maintain a respectful attitude towards the opinions of others.

4.2.12 Organisational, committee and individual confidentiality must be respected at all times.

4.3 Conflict of Interest

4.3.1 Trustees must declare a conflict or possible conflict of interest at the start of the committee meeting or at the earliest possible opportunity. The Chairman will then decide whether to exclude the trustee from a particular item or even from the whole meeting. In the event that the Chairman has a conflict of interest, then the committee should request the Vice-Chairman to rule on the matter.

4.4 Confidentiality

4.4.1 In order that all trustees feel comfortable expressing their views and ideas it is essential that everybody maintains complete confidentiality outside the committee at all times. The decisions made by the committee are minuted and once approved; the minutes are available on request to members.

4.4.2 Although this confidentiality is accepted it is not thought so stringent that it denies information, arguments on policy and points of discussion from being available to the Membership. An open organisation is to be strived for.

4.4.3 Committee members are urged to remember both of these constraints when discussing BNB U3A business outside and be aware they will be held responsible for disclosure that goes beyond these requirements.

4.5 Collective responsibility

4.5.1 No matter what individual trustees' opinions or voting choices are, once an item is approved by the Committee, all trustees must accept it as decisive and final and not comment further outside the Committee environment.

4.6. Procedure to be followed in the case of a breach of the agreed Code of Conduct by a Trustee.

4.6.1 In the event of a report of any trustee allegedly breaching the code of conduct or if a breach becomes apparent, the Chairman should immediately appoint two trustees to investigate and report back. The result of these investigations must not be disclosed to any other trustees at this stage. If the complaint concerns the Chairman, then the Officers acting as a group should take responsibility.

4.6.2 The report may come from a fellow Committee member, a Member of the BNB U3A, or any officer of the TAT. Any reports from non-members or the public should be judged upon its merit and relevance.

4.6.3 All report should be acknowledged by the Committee to show that it has been received and is being actioned.

4.6.4 For minor breaches of the code, the Chairman shall use his/her best endeavours to resolve the problem amicably and quickly, through an informal chat with the trustee in question, especially if the breach has occurred during a committee meeting and therefore requires no prior investigation. However, even an informal discussion should not be vague. The problem or issue needs to be identified and the views of the trustee should be heard but the Chairman must make clear what is required for the future and the consequences of repeating the behaviour

in question. A written record of the informal discussion should be kept by the Chairman, but it should be stressed that this is not part of any formal disciplinary procedure.

- 4.6.5 However, if this process is not effective in reaching a solution or if it is felt that the breach is serious enough to require formal disciplinary action, the committee should be fully briefed and an agreement reached on the action to be taken.
- 4.6.6 For major breaches of the code, but falling short on criminality, the Chairman shall convene a Committee meeting and failing any mitigation for the breach shall ask the trustee to step down from the role of trustee and if the breach meets that determined by para. 5.iv of the Constitution they will have their membership terminated.
- 4.6.7 If the breach is thought to be criminal then the Chairman will make the police aware of the breach of the code and behaviour of the individual as well as auctioning the breach under 4.6.6 of these Orders.

4.7 Disciplinary Procedure

4.7.1 The disciplinary procedure to be enacted is given here:

Level 1 - A verbal warning which makes clear the nature of the unacceptable behaviour and includes a warning about future conduct and the consequences of non-compliance

Level 2 - A written warning from the Chairman, on behalf of and agreed by the committee, itemising the unacceptable behaviour, stating the improvement required with immediate effect and the consequences of continued non-compliance.

Level 3 - A final written warning as above, which states that if the behaviour is repeated the trustee will be asked to leave the committee, with immediate effect.

Level 4 - The trustee is asked to leave.

4.8 Right of Appeal

- 4.8.1 At each stage of the formal disciplinary procedure there is a right of appeal providing it is lodged within a 7 day period. This can take the form of written representation or the desire for a right of reply. If a decision is appealed, the trustee should be given the opportunity to attend a specially arranged committee meeting, with a friend if so desired, who may also speak. Reasonable notice must be given of the agreed date and at the meeting the Chairman should summarise the issue and invite the trustee to state his/her case. The trustee should then be informed when a decision will be communicated. The matter should be fully discussed, taking into account any mitigating circumstances. Once a decision is reached the trustee should be informed in writing. The committee's decision following any appeal is final and absolute, confidentiality must be maintained.

5. Meetings

5.1 Ordinary Committee Meetings

- 5.1.1 The meeting shall be presided over by the Chairman or in his/her absence the Vice-Chairman.
- 5.1.2 If neither is available, the members of The Committee will elect one of their number to preside.

- 5.1.3 The Chairman may designate another Officer to preside over a meeting or parts of the meeting.
- 5.1.4 When another member of the committee is acting as Chairman, he/she has the same powers and duties as the Chairman.
- 5.1.5 The Chairman shall direct the discussion, accord the right to speak, put items to the vote and announce decisions.
- 5.1.6 The Chairman shall conduct proceedings in accordance with the Standing Orders.
- 5.1.7 If a question arises which is not covered by the order, he/she shall rule on it.
- 5.1.8 The declaration of the Chairman that a motion has been carried or defeated shall be conclusive.
- 5.1.9 The ruling of the Chairman shall be final on any question.
- 5.1.10 Minutes - Questions arising out of the minutes shall be allowed only if they relate to the accuracy or are for the purpose of information.
- 5.1.11 Reports once presented shall be discussed and then a proposer and seconder sought for their approval and a vote taken.
- 5.1.12 The Committee shall hold a minimum of four ordinary meeting each year.
- 5.1.13 Notice of Ordinary Meetings shall be given to the membership at least 14 days before the proposed date of the meeting.
- 5.1.14 Notice of ordinary meetings shall be adequately communicated to the membership and every ordinary meeting is open to any member to attend.

5.2 Annual General Meetings

- 5.2.1 The rules governing the conduct of the AGM are the same as those for an Ordinary Meeting and are defined in 5.2 above.
- 5.2.2 The business of the AGM shall be transacted in the following order.
 - Apologies for absence.
 - Approval and signature of the last AGM's minutes.
 - Matters arising from last year's minutes.
 - Annual report of U3A activities (including reports from the Chairman and other Committee members).
 - Receiving and accepting the independently examined accounts.
 - Approving the appointment of an Independent Examiner for next year's accounts.
 - Acceptance of the Constitution (first AGM).
 - Changes to the Constitution (subsequent AGMs).
 - Appointment of Committee Officers
 - Appointment of Committee Members
 - Consideration of motions from members and/or the Committee.
 - Set the date of the next AGM.
- 5.2.3 Notice of the AGM shall be given to the membership at least 21 days before the AGM (in accordance with Constitution rule 13.ii) by the Secretary via the BNB Web-site.
- 5.2.4 Submission of the nominations for the election of Committee Officers and Committee Members shall be received by the Secretary at least 14 days before the AGM.

- 5.2.5 Similarly, any proposed resolutions/motions from the membership or the Committee shall be received by the Secretary at least 14 days before the AGM.
- 5.2.6 The AGM agenda including nominations and proposals/motions to be made available via the Web-site and to any member by request at least 7 working days before the AGM.
- 5.3.7 Proposed amendments to motions should be received by the Secretary at least 14 days before the AGM.
- 5.3.8 The minutes of previous AGM will be made available on the Web-site and to any member by request.

5.4 Attendance at AGM and Ordinary Meetings

- 5.4.1 Only members of BNB U3A who have paid the current membership fee may attend (in accordance with Constitution rule 13.ii) Ordinary and General meetings. However if the AGM is held during a 'grace period' relating to membership renewal then continued membership will be assumed. During this period 'carry-over' or 'continuing' membership will be used to calculate quorums. Voting rights will also be maintained for the 'grace period' membership. It is recommended however that AGMs or other meetings requiring votes from the membership are held outside any such 'grace period' which currently is a calendar month after the due date.
- 5.4.2 A quorum of 15% of the membership is required for the AGM to take place (in accordance with Constitution rule 15.ii).
- 5.4.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved. The meeting shall be adjourned to another day and time as the Committee may direct, provided 21 days' notice is given to all members (in accordance with Constitution rule 15.iii).
- 5.4.4 If at the re-called meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be the quorum (in accordance with Constitution rule 15.iii).

5.5 Special General Meetings (SGM) or Extraordinary General Meetings (EGM)

- 5.5.1 The Committee may call a Special General Meeting or and Extraordinary Meeting of the BNB U3A charity at any time.
- 5.5.2 The membership may also request a meeting but it must be supported by 15% of the membership and made in writing stating the business to be discussed.
- 5.5.3. At least 21 day notice of such a meeting shall be given and it should also state the business to be discussed
- 5.6.4 The conditions relating to the AGM and Ordinary Meetings are then to apply.

5.6 Minutes

- 5.6.1 The Secretary shall minute any decisions made at Ordinary, Meetings (OM), Annual General Meetings (AGM), and Special General Meeting (or Extraordinary General Meetings (SGM or EGM) and a minute book of signed copies of each set of minutes is to be kept (in accordance with Constitution rule 15.i).

5.7 Acceptance of changes to the Constitution

5.7.1 These shall be decided by a vote consisting of a show of hands. A majority of at least 2/3 of the membership present is required to pass any change to the Constitution.

5.8 Election of the Committee

5.8.1 The election of members of the Committee shall be held at the Annual General Meeting of the U3A. Any Officer or non-Officer retiring may stand for re-appointment provided he/she remains a member of the U3A and dependent on the time limits for Officers and Members set out in the BNB U3A Constitution(in accordance with Constitution rule 7.iii).

5.8.2 Prior written nomination of any candidate will be required. The nomination should be made by a proposer and a seconder (not themselves being Officers or non-Officer members of the Committee) and signed and agreed by the nominee.

5.8.3 At the AGM, if there is more than one nomination for a particular Committee role then the election should be by secret ballot. Otherwise individuals may be elected to The Committee by a show of hands.

5.8.4 If there are insufficient candidates to fill the vacancies for Officers, then the Committee may appeal for any willing member present to stand.

5.8.5 To make such an appeal, a vote must be taken and carried by a majority of at least 2/3 of the membership present.

5.9 Conduct of business for motions

5.9.1 No motion or amendment shall be discussed unless it has been proposed and seconded by persons present at the meeting. All motions and amendments must have been provided to the Secretary in written form. Motions shall be dealt with in the following manner.

5.9.2 A motion with no proposed amendments shall be proposed, seconded, discussed and voted on, by a show of hands of those present at the meeting. The proposer shall be given the right of reply immediately prior to the vote.

5.9.3 Any amendment to a motion shall be proposed and seconded following the proposal and seconding of the original motion. A properly proposed and seconded amendment shall be discussed and voted on by a show of hands, before any vote is taken on the original motion. The proposer of the original motion shall have the right of reply before the vote is taken.

5.9.4 If an amendment is carried, it shall be incorporated in the original proposal, which shall then become the substantive motion.

5.9.5 Any further amendments to the substantive motion shall be dealt with in the same way.

5.9.6 The final substantive motion shall then be voted on, by a show of hands, and shall then become the resolution of the meeting.

5.10 Records of Attendance

5.10.1 Membership of BNB U3A shall be checked at the door for all BNB U3A Meetings and the total attendance recorded. The attendance numbers must be recorded in the minutes.

5.11 Accidental failure of notice

5.11.1 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person to whom such notice should be given, shall not invalidate the proceedings of the OM, AGM, or SGM.

5.11.2 Neither shall the accidental omission to send a copy of the agenda of the meeting, or the non-receipt of the copy of the agenda by any such person.

5.12 Speeches

5.12.1 Each speaker shall announce his/her name.

5.12.2 No member shall speak twice on any one motion other than a right of reply.

5.12.3 The time limits are 5 minutes for proposers and 3 minutes for all other speakers.

5.12.4 The Chairman may with the consent of the meeting permit an extension to any speaker's time.

5.12.5 An individual member may speak on no more than 4 occasions during any Annual or Special General Meeting.

5.13 Motions

5.13.1 Motions should be proposed, seconded, discussed and voted on: the proposer being given the right of reply prior to the vote.

5.13.2 If there is no speaker against the motion it shall proceed to a vote without further debate.

5.13.3 Any member who has not spoken in the debate may move at any time that the meeting proceed to a vote.

5.13.4 Discussion on a motion can be curtailed by the Chairman if in his/her opinion the conduct of the meeting requires it. The right of reply must then be given to the proposer and a vote taken.

5.13.5A motion listed on the Agenda may only be withdrawn following a request by the proposer which must then be put to the vote.

5.14 Voting

5.14.1 All current paid-up members in attendance shall have a vote.

5.14.2 Those who have not yet paid but have been members and are currently in the 'grace period' are still entitled to vote providing the Chairman gives permission and such a situation is recorded in the minutes.

5.14.3 All contested elections will be decided by a secret ballot.

5.14.4 All other decisions will be by a show of hands and will require a simple majority of those present except any involving a change to the constitution or a motion to dissolve the U3A which require a two thirds majority of those present and voting.

5.14.5 In the event of a tie the Chairman has a casting vote.

5.14.6 A minimum of two and a maximum of four tellers should be appointed at the start of the meeting to count votes should that be required.

5.15 Points of Order

5.15.1 Points of order can be called only in cases of incorrect procedures, irrelevancy or transgression of the standing orders.

5.15.2 They must be raised immediately and addressed to the Chairman.

5.15.3 There shall be no other speech or discussion other than the ruling of the Chairman on the point of order.

5.16 Points of Information

5.16.1 Points of information may be raised by any member and may consist of information offered or asked of the speaker. They must be addressed to the Chairman who will ask the speaker holding the floor to give way.

6. Subscriptions

6.1 Renewals

6.1.1 Renewals are due on 1st April. Subscriptions lapse if not paid by 30th April, Members shall be reminded of this during the renewal period.

6.2 Subscriptions made later in the Year

6.2.1 Subscriptions after October are currently £10 for the remainder of the financial year (renewable the following April). Subscriptions after January are for £15 (or current annual rate) and are for 15 months (three months and the following year – renewable after that).

6.3 Increases in Membership Fees

6.3.1 At the AGM the Committee can ask for a Mandate to increase membership fees and/or Interest group fees in the following year if required.

7. Co-option onto the Executive Committee

7.1 General

7.1.1 Co-option is a special circumstance and needs to be considered seriously as it effectively by-passes the legal and democratic process for Committee selection. As the Committee is a legal entity this process has to be treated with a degree of circumspection as without formal rules the process can be seen to transgress the trustee rules set by the Charity Commission. Co-option is seen as a temporary measure used under specific rules.

7.2 Number of people who can be co-opted

7.2.1 The Committee may appoint not more than 2 co-opted members during the period between AGMs and any co-option must take place no earlier than the second Committee meeting after the AGM.

7.3 Voting Rights and trusteeship

7.3.1 The co-opted person, if a member of the BNB U3A, has full voting rights and thus is a *pro-tem* trustee of the Committee. If the person co-opted is not a member of the BNB U3A then voting rights and trusteeship is denied them.

7.4. Qualifications of a prospective person

7.4.1 Any person to be co-opted must either have skills and abilities that are not currently present in the elected Committee, or show skills that make them suitable to fill a gap in the Committee due to the indisposition of an elected member, or to fill a gap due to a lack of candidates in the election (see 9.5 below).

7.5 Duration of co-option

7.5.1 Any person co-opted shall hold office from the date of their co-option until the next AGM or upon an agreed or required term according to their function and specialisation.

7.6 Reasons for co-option

7.6.1 The reasons to co-opt is to seek a report from someone with the required expertise, engaging the services as an external expert, fill a gap in the Committee due to the indisposition of an elected member, or to fill a gap due to a lack of candidates in the election.7.6.2 In this later reason

the person co-opted needs to show that they were eligible but unable to take part in the AGM election.

7.6.3 Any person, who is disqualified from standing in a BNB AGM election, as defined in the Constitution, cannot be co-opted onto the Committee.

7.7 Considerations and Questions before co-option

- 7.7.1 Before co-option can take place a series of questions and conditions have to be satisfied.
- 7.7.1 Ability to undertake the training of a current Committee member to perform the duty required.
- 7.7.1 If co-option is due to the lack of man-power then it must determine if the duties of current members are not less important than the job for which co-option is being considered and prioritise the effort. Refusal by a member to undertake a change in role is not to be seen as concluding that this prioritisation cannot be achieved and a co-option is necessary
- 7.7.1 The Committee needs to consider if the expertise is a Committee member role or if can be undertaken outside the Committee process. If so then no co-option can take place.

7.8 Recording the process

- 7.8.1 All reasons for the co-option, the debate, the conditions, the voting on a formal resolution including the duration of the co-option must be minuted' in a Committee meeting.
- 7.8.2 After co-option the co-opted member has to sign all of the authorisation and legal documents that a newly elected member has to sign (providing they have full voting rights – see 9.2 above)
- 7.8.3 It is necessary to let the membership know that a co-option has been made and the extent of that co-option and as BNB is a registered charity the Charity Commission and the regional Office of the Third Age Trust needs to be informed and updated.

7.9 Formal process for co-option

- 7.9.1 No formal process for the appointment of a co-opted member is envisaged. It is left to the Committee to define a process based upon its importance, relevance, legality and satisfying the responsibilities of being trustees.

8. Admission to Group activities and events

8.1 Restrictions to Admission to Groups

- 8.1.1 Admission to groups and other meetings is restricted to members only. Occasional guests are allowed at the discretion of the Group Leader or event organiser.

8.2 Sample Sessions

- 8.2.1 An individual, not being a member, and not having previously been a member, will normally be admitted to no more than two meetings as “taster” visits and will then be asked to join the U3A and then pay the regular admission fee for each meeting attended.

9. Code of Conduct at Groups and Meetings

9.1 Behaviour

9.1.1 People attending group activities and events are expected to conduct themselves in an appropriate manner

9.2 Attendance Restrictions

9.2.1 People attending group meetings are expected to be members of BNB U3A or be prospective members, in line with BNB U3A's policy on charging for 'visitors' and guests. Guests are required to sign into meetings and provide information so that the information can be used to track attendees both for Insurance purposes and Data Protection.

9.3 Data Protection/right to Privacy policy

9.3.1 Information about guests will only be kept for a 3-month period in line with its Data Protection/right to Privacy policy.

10. Insufficient Officers of the Executive Committee

10.1 Officer Substitution

10.1.1 In sections 5.1.1.-5.1.4 and 5.2.1 these Standing Orders give the procedure if the Chairman is absent for any reason from an Ordinary Meeting, Annual General Meeting, or a Special General Meeting. The same principle applies if any other Officer is unavailable where another Officer steps in to take over the job of the missing Officer for the duration of the meeting only Outside of the meeting the Officers revert to their established roles.

10.2 Pre-arranged Substitution

10.2.1 If the Officer is going to be absent for a considerable period a pre-arranged and agreed rota may be used. This is only permissible on the basis that it is a temporary state of affairs. Such an arrangement needs to be voted on and minuted in the committee meeting. A 'considerable period is taken to be up to 4 months'.

10.3 Long term Officer Substitution

10.3.1 The officer substitution rule is only to be applied as a temporary solution to the missing Officer. Any longer than 4 months consideration must be given to the process of co-option for the time between the end of the 4 month period and the next AGM. The Co-option rules described in section 7 then apply.

10.4 Importance of the Chairman

10.4.1 It is strongly recommended that the situation of an absent Chairman is not tolerated for longer than 4 months. The role of the Chairman is very important in the running of the committee and in the running of the organisation. The Chairman is the figure head, the leader of discussions, the instigator of change, the planner of business, and the Member's main contact point. Not having a Chairman is very detrimental to the organisation and leaves it without a consolidated strategy and unified sense of direction.

Chairman of BNB U3A



12th March 2019