



AGM/EGM Standing Orders

Approved by the NEC on 1 February 2018, in accordance with Article 72 of the Articles of Association of the Trust

These standing orders refer to Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) of the Third Age Trust (hereinafter referred to as the Trust). They should be read in conjunction with the Trust's Memorandum and Articles of Association (as adopted in May 2008 and subsequently amended in September 2013) and will apply in so far as they do not conflict with the Memorandum and Articles of Association which, in the event of any inconsistency and conflict, shall take precedence.

1. AGM/EGMs shall be presided over by the Chairman of the Trust, but if s/he is not present, the members of the NEC present will select either of the Vice Chairmen to preside [Article 27].
2. No business shall be transacted at an AGM/EGM unless a quorum is present in the auditorium. A quorum shall be 10% of the total number of members of the Trust at the time of the meeting [Article 22]. If there is no quorum 30 minutes after the meeting was due to start, the Chairman will adjourn the meeting to a future date.
3. The business to be transacted and the order of business shall be determined in advance by the National Executive Committee (NEC) and notified by the Company Secretary in writing to all U3As and members of the NEC at least 14 clear days in advance of the meeting [Articles 15 and 33].

4. Resolutions

4.1 Every AGM/EGM at which a resolution or amendment to a resolution is to be proposed will allow time for debate and discussion.

5. Ordinary Resolutions

5.1 Ordinary resolutions relate to any matter of the business of the Trust that does not involve or require an alteration of the Memorandum and Articles of Association or require to be passed as a special resolution under the Companies Act 2006 . An ordinary resolution may be submitted by U3As or by the NEC.

5.2 Ordinary resolutions from U3As must be proposed by one U3A, seconded by a different U3A, accompanied by a supporting statement and submitted to the Company Secretary.

5.3 Ordinary resolutions from the NEC must have been formally agreed by the NEC, recorded in its Minutes and be submitted to the Company Secretary.

5.4 Specified dates for the submission of ordinary resolutions to an AGM/EGM will be determined by the NEC and notified to all U3As by the Company Secretary. All properly submitted ordinary resolutions will be circulated by email or by postal mail to the membership by a date to be determined by the NEC.

6. Special Resolutions

6.1 Special resolutions include those which relate to alterations of the Trust's Memorandum and Articles of Association.

6.2 Constitutional changes relating to the object clause [Memorandum clause 3] or to the dissolution of the Trust or the dissolution clause [Article 70] or to the provision of trustee benefits [Memorandum clause 5] require the approval of the Charity Commission. Special resolutions involving these matters can only be submitted to an AGM/EGM conditional upon receipt of such approval. Any other amendment to the wording of the Articles of Association does not require the permission of the Charity Commission.

6.3 Special resolutions may be submitted to the Company Secretary by the NEC in the same manner as specified for ordinary resolutions in paragraphs 5.3 and 5.4 of this document.

6.4 U3As may put a special resolution to an AGM/EGM if requested to do so by U3As who represent at least 5% of the total voting rights of all the U3As having a right to vote at an AGM/EGM.

6.5 Consultation with the membership will take place before any special resolution pertaining to an amendment of the Memorandum and Articles of Association is submitted to an AGM/EGM.

6.6 Special resolutions can only be passed by a majority of not less than 75% of the total votes cast at the AGM/EGM. This includes votes cast in person at the meeting by delegates appointed by their U3As, proxy votes cast at the meeting by registered appointed proxies, and proxy votes registered with the Company Secretary.

6.7 Special resolutions originated by the NEC shall be proposed to the AGM/EGM by the Chairman of the Trust or by the Chairman of the Governance Committee or by any other member of the NEC appointed by the NEC.

7. Emergency Resolutions

Emergency resolutions may be submitted at an AGM/EGM by the NEC but should only relate to urgent business which requires the decision of the AGM/EGM and which has arisen since the specified dates for submission of resolutions were published.

8. Amendments to Resolutions

8.1 Amendments to an ordinary resolution submitted to an AGM/EGM must be received by the Company Secretary by a specified date that will be determined by the NEC and notified to all U3As by the Company Secretary. No amendment can be accepted after this date. Amendments shall only be accepted if they do not introduce new matter and are not a direct negative of the original resolution.

8.2 Special resolutions cannot be amended once published. Alternative resolutions relating to a change in the Trust's constitution cannot be raised from the membership at the actual AGM/EGM.

8.3 In the case of an amendment to an ordinary resolution, the original resolution will be presented to the AGM/EGM first, followed by the amendment which will be presented, discussed and then put to the vote. If the amendment is carried, the resolution, as amended, shall replace the original resolution and the proposer of the original resolution shall have the right to speak first.

8.4 An amendment to an ordinary resolution can be made from the floor at the meeting. This must be proposed by a U3A and seconded by another U3A. Any amendment from the floor must be repeated *verbatim* to the meeting by the Chairman presiding at the meeting.

9. Proposing and Seconding Resolutions

9.1 A resolution or amendment once published on the final agenda of an AGM/EGM may only be withdrawn by the proposer, with the consent of the voting delegates present. In this situation the proposer should notify the Chairman who will ask for the meeting's consent.

9.2 Resolutions and any associated amendments must be proposed and seconded at an AGM/EGM by appointed representatives from the proposing and seconding U3As, or by trustees from the NEC. If the appointed representative from the proposing or seconding U3As is unavoidably absent from the meeting, a substitute may move the resolution or amendment with the consent of the Chairman.

9.3 Proposers and seconders of resolutions or amendments shall be allowed 5 and 3 minutes respectively to present their resolution or amendment.

9.4 Not more than one resolution or amendment will be discussed at any one time, unless they are listed on the agenda of the meeting as part of a common debate.

9.5 If, after a resolution or amendment has been proposed, there is no speech against, the Chairman may put the resolution or amendment straight to the vote.

10. Speakers

10.1 During an AGM/EGM:

- only voting delegates may speak, save that members of the NEC may speak if invited to do so by the Chairman of the meeting [Article 33];
- any delegates wishing to speak must raise their hands;
- no delegate shall speak until called.

10.2 Speakers must stand up, state their name, the U3A they represent and confine their remarks to a maximum of 3 minutes duration. Speakers shall confine their remarks directly to the resolution, amendment, or agenda item under discussion. No speaker may address the meeting more than once on any resolution, amendment, or agenda item under discussion.

10.3 The final decision about who speaks lies with the Chairman who will attempt to provide a balanced debate between different viewpoints.

10.4 The only accepted interruption to a speaker will be for a point of order to draw attention to a breach of a standing order. The ruling of the Chairman on a point of order shall not be open to discussion.

10.5 Points of information or explanation may be accepted at the Chairman's discretion as soon as a speaker finishes. No statements or arguments may be included in a request for information. The explanation may not introduce new topics. The Chairman's ruling on all such matters shall be final.

10.6 If the Chairman calls a speaker to order or wishes to intervene, the speaker shall immediately give way to the Chairman.

10.7 Any appointed representative or member of the NEC may move, without debate, that the meeting proceeds to a vote. If seconded and carried by the majority of voting delegates present, the proposed resolution or amendment shall, after the mover of the resolution or amendment has been offered the right of reply which (must be confined to matters raised in the course of the debate), be at once put to the vote.

11. Voting for/against Resolutions

11.1 At the commencement of an AGM/EGM at which one or more resolutions are to be voted upon, the Chairman of the meeting shall appoint tellers, who shall be agreed by the meeting. Tellers must not be voting delegates. In the event of the tellers being directed to count votes, their agreed decision shall be final and declared by the Chairman of the meeting.

11.2 Votes (including proxy votes) relating to an ordinary resolution or an amendment to an ordinary resolution at an AGM/EGM will be cast as being either “for” the resolution or amendment or “against” the resolution or amendment. Voting will be by a show of voting cards.

11.3 If the Chairman of the meeting is satisfied that the show of voting cards, has resulted in a clear decision “for” or “against” an ordinary resolution or amendment, s/he will declare the result immediately. If the Chairman of the meeting is of the opinion that the show of voting cards has not resulted in a clear decision, s/he will call for a count to be made by the appointed tellers.

11.4 Votes (including proxy votes) relating to a special resolution at an AGM/EGM will be cast as being either “for” the resolution or amendment or “against” the resolution or amendment. Voting will be by a poll which will be counted by the appointed tellers. The Chairman of the meeting has discretion to determine the detailed methodology by which the poll is conducted, however it will normally be conducted by means of voting papers placed in a ballot box.

11.5 The total of electoral votes held by individual U3As shall be determined as in Article 23:

- up to 200 members - one vote;
- from 201 to 500 members - two votes;
- from 501 to 1000 members - three votes;
- from 1001 to 2000 members – four votes;
- from 2001 members to 3000 members – five votes;
- above 3001 members – six votes.

11.6 A secret ballot may be demanded by at least 10 voting members before a resolution is put to the vote [Article 31].

11.7 The Chairman shall declare whether any resolution has been carried or lost including the total votes cast, the number of proxy votes and the proportions of those in favour or against the resolution, before the conclusion of the meeting [Article 30].

12. Notification to U3As of AGM/EGM papers

12.1 The NEC shall determine the specified dates by which all final AGM/EGM papers (which shall be more than 14 clear days) including the agenda and all resolutions and amendments, will be distributed to U3As by the Company Secretary. All papers will be sent by email or postal mail.

13. Registration for Voting

13.1 The NEC shall determine the specified dates:

- by which U3As must register that they wish to vote at an AGM/EGM by proxy;
- by which they must register the name of their proxy;
- by which they must register the name(s) of their voting delegate(s).

13.2 Proxy votes may be given by U3As not attending the AGM/EGM either to other U3As who are attending the meeting or with the Company Secretary using the form approved by the NEC.