The Third Age Trust

(as approved by the Board on 29 March 2023)

Introduction: The Board is required to approve the standing orders for the AGM each year in accordance with the Articles of Association. "The directors may from time to time make such reasonable and proper rules or by laws as they deem necessary or expedient for the proper conduct and management of the charity." Article 32(2d) is about general meetings.

Bye-Laws for General Meetings also referred to as Standing Orders.
Approved on 29th March 2023 in accordance with Article 32 of the Articles of Association of the Third Age Trust.

These bye-laws (or standing orders) refer to Annual General Meetings and Extraordinary General Meetings of the Third Age Trust (hereinafter referred to as the Trust). They should be read in conjunction with the Trust's Articles of Association (as adopted on 21st March 2018) which shall take precedence in the event of any inconsistency or conflict.

The overarching rules for the calling of General Meetings and the notice periods required are contained in Articles 12 and 13. Details on proceedings, resolutions, votes and proxies are given in Articles 14 - 17. The composition of the Board of Directors and the election of Directors are specified in Articles 18 and 19. (Note that Article 16 does not apply to General Meetings.)

For the clarity of this document, the following terms are defined as follows:

Member: a u3a accepted and registered as a member of the Trust either as an incorporated association or as a representative of unincorporated association;

Board: the Board of Directors of the Trust (previously known as the National Executive Committee (NEC);

Director: Officers and ordinary Directors (previously known as regional trustees) of the Trust.

The AGM in 2022 will be held as a Hybrid event to allow members to participate remotely as well as members who attend the AGM venue in person

1. Conduct of General Meetings

1.1. Subject to Article 13, and in advance of a General Meeting, the Board shall have determined the business to be transacted, the order of that business and the specified dates by which all papers, including the agenda and all resolutions and amendments, will be distributed to members by the Company Secretary. All

papers will be sent by email or postal mail.

1.2. Any General Meeting at which a resolution or amendment to a resolution is to be proposed will allow time for debate and discussion. This will be accommodated using the online platform "TEXT function" for those attending remotely, items to be raised will be typed onto the platform. They will be read out by the person chairing the item under discussion

Elections for Officers and Ordinary Directors of the Board

2.1. As permitted in Article 19(6), the Board has resolved that all officer elections will be carried out by postal or electronic ballot.

2.2. In advance of the election process, the Company Secretary shall have informed all members by post or email of the officer and ordinary Director posts for which election are required, the date by which candidate nominations and dates and formats of statements to be submitted, the date by which election papers will be issued to all voting members, and the date by which postal voting will close (no less than 3 weeks before the General Meeting date).

2.2 A In the event that sufficient candidates do not come forward by the closing date for nominations set out in Rule 2.2, the Board may decide to re-open the nomination process for a short period, in any region for which there are no candidates for election. In that event the Company Secretary shall inform all members by post or email the ordinary Director posts for which election are required, the date by which candidate nomination and dates and formats of statements to be submitted, the date by which election papers will be issues to all voting members and the date by which the postal voting will close (no less than 3 weeks before the General Meeting date).

2.3 To ensure that all candidates have an equal opportunity of being elected, trustees and chairs of Third Age Trust committees must not promote any candidate in any way.

2.4 The Trust will provide opportunities for candidates to make their case for election and answer questions from the relevant u3as.

2.5 In the case of uncontested posts, the sole candidate will be elected to the post.

2.6 In the case of contested posts, the Chair of the General Meeting shall announce the total votes available from all members eligible to vote, the total number of votes received, and the number of votes received for each candidate.

3. Appointment/Election of Officers and Ordinary Directors following an AGM

3.1. In

the case of there having been no candidate for an election to an Officer post that is becoming vacant at a General Meeting, the Board shall follow the procedure stated in Article 19(10) and similarly for an ordinary elected Director shall follow the procedure of Article 19(4).

3.2. The names and the terms of office of newly elected or appointed Directors shall be notified by email or post to the members as soon as possible after each change in the membership of the Board.

4 Ordinary Resolutions

4.1. Ordinary resolutions relate to any matter of the business of the Trust that require to be passed as a resolution under the Companies Act 2000. An ordinary resolution may be submitted either by members or by the Board.

4.2. Ordinary resolutions from members must be proposed by one member, seconded by a different member, and accompanied by a supporting statement submitted to the Company Secretary. Ordinary resolutions from the Board must have been formally agreed by the Board, recorded in its minutes and be submitted to the Company Secretary.

4.3. Specified dates for the submission of ordinary resolutions to a General Meeting will be determined by the Board and notified to all members 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 Board.

5 Special Resolutions

5.1. Special resolutions relate to alterations of the Trust's Articles of Association.

5.2. Constitutional changes relating to the object clause [Article 4] or to the dissolution of the Trust or the dissolution clause [Article 34] or to the provision of trustee benefits [Article 5] require the approval of the Charity Commission. Special resolutions involving these matters can only be submitted to a General Meeting conditional upon receipt of such approval.

5.3. Special resolutions may be submitted to the Company Secretary by the Board in the same manner as specified for ordinary resolutions in section 4 of this document.

5.4. Members may put a special resolution to a General Meeting if requested to do so by members who represent at least 5% of the total voting rights of all the members having a right to vote at a General Meeting.

5.5. Consultation with the membership will take place before any special resolution is submitted to a General Meeting except in exceptional circumstances where timing makes this impossible.

5.6. Special resolutions originated by the Board shall be proposed to the General

Meeting by the Chair of the Trust or by the Chair of the Governance Committee or by any other member of the Board appointed by the Board. A special resolution needs 75% of those present and voting at the AGM to be passed.

6. Emergency resolutions

Emergency resolutions may be submitted at an AGM/EGM by the Board 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.

7. Amendments to Resolutions

7.1. Amendments to an ordinary resolution submitted to a General Meeting must be received by the Company Secretary by a specified date that will be determined by the Board and notified to all members 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.

7.1A In the event that amendments are received by the specified date, the Board may determine (in its discretion) that those u3as who have presented an invalid resolution may be given a short period of time to make minor adjustments to their original amendment to ensure that it is valid. The Board will in its absolute discretion determine whether or not an amendment is valid.

7.1B The Board may determine that amendments received may be merged to form a composite resolution with the same intention as the original amendment. The Board may invite the relevant u3as to consider amalgamating similar resolutions or amendments.

7.2. Special resolutions cannot be amended once published. Alternative resolutions relating to a change in the Trust's constitution cannot be raised either by the members or the Directors at a General Meeting.

7.3. In the case of amendments to an ordinary resolution, the original resolution will be presented to the General Meeting first, followed by the amendments which will be presented, discussed and then put to the vote. In the event of more than one amendment being proposed the order in which the amendments are taken shall be decided by the Chair. If an amendment is carried, the resolution, as amended, shall replace the original resolution and, once all amendments have

been considered, the proposer of the original resolution shall have the right to

speak again prior to the resolution as amended being put to the final vote.

8 Proposing and Seconding Resolutions

8.1. A resolution or amendment once published on the final agenda of a General Meeting may only be withdrawn by the proposer, with the consent of the voting delegates present. In this case, the proposer's representative shall notify the Chair who will ask for the meeting's consent.

8.2. Resolutions and any associated amendments must be proposed and seconded at a General Meeting by appointed delegates from the proposing and seconding members, or by Directors on behalf of the Board. If the appointed delegate is unavoidably absent from the meeting, a substitute may move the resolution or amendment with the consent of the Chair.

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

8.4. 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.

8.5. Any person present wishing to comment on a resolution or amendment will place their comment using the text function of the online platform before the item goes to vote. The Chair will read out the comments relating to the resolution or amendment before the item is put to the vote

8.6. If, after a resolution or amendment has been proposed, there is no comment the Chair may put the resolution or amendment straight to the vote.

9 Speakers

9.1. During a General Meeting only voting delegates and Board members may contribute to the discussion whether verbally or in text format unless invited to do so by the Chair.

9.2. Only those who are speaking in relation to an item on the agenda (and have been notified in advance) will be able to speak.

9.3. Any other voting delegate or Board member wishing to comment must do so by using the text function on the online platform. Those attending in person must raise their hand. The person chairing the item will read out either all the text items or will summarise the text contributions for and against the resolutions. If there is no contribution for or against an item the Chair will so inform the meeting. All contributions must state their name, the member they represent. Contributors shall confine their remarks directly to the resolution, amendment or agenda item under discussion and confine their remarks to a maximum of three minutes duration. No contributor may comment more than once on any individual resolution, amendment or agenda item.

9.4. The final decision about all contributions lies with the Chair who will attempt to provide a balanced debate between different viewpoints.

9.5. If there is a point of order to draw attention to a breach of an Article of Association or bye-law. The ruling of the Chair on a point of order shall not be open to discussion.

9.6. Points of information or explanation may be accepted at the Chair'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 Chair's ruling on all such matters shall be final.

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

9.8. Any voting delegate 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 put to the vote without further debate.

10 Registration for Voting

10.1. The procedure regarding registration of proxy voting is given in Article 15.

10.2. In advance of any General Meeting, the Board shall determine the dates by which members must register with the Company Secretary that they wish to vote by proxy and by which they must register the name of their proxy. 10.3. Members intending to appoint delegate(s) to vote in person at the meeting must register the name(s) of their delegate(s) at least 48 hours before the meeting.

11 Voting for/against Resolutions

11.1. The total of electoral votes held by the members shall be determined as stated in Article 17 and defined by the number of membership fees paid to the Trust on the last occasion they were requested.

11.2. Prior to the AGM the Board will ensure that a secure and appropriate online system is selected for the holding of the meeting which will enable all voting delegates to register their votes and for all proxy votes to be accurately counted. The Company Secretary (or someone appointed by her) will explain the voting system to all attendees at the start of the meeting and take any questions the members may have. As the voting will take place via an online system, or by using electronic devices for those attending in person, no tellers will be appointed at the 2022 AGM.

11.3. Voting (which must include all proxy votes) will be conducted at the 2022 AGM by way of an online poll, or by the use of electronic devises for those attending in person.

11.4. Sufficient time will be allowed to enable voting delegates to cast their votes using the online or electronic devices. Once each vote has been closed, the Chair of the meeting will receive the results from the online system and will declare the result.

11.5. The Chair has discretion on the detailed methodology by which the online poll is conducted.

11.6. The failure by one or more individual delegate to be able to cast their votes online during the meeting shall not invalidate the poll. If the Chair is notified during the meeting that a significant number of voting delegates have been unable to cast their votes on any resolution, the Chair may adjourn the meeting to establish what the issue may be and whether the issue can be rectified to enable any vote to be re-run. The Chairs decision on any such issues shall be final.