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TEMPLATE CODE OF CONDUCT

(THIS TEMPLATE IS NOT PART OF THE MODEL RULES)

CODE OF CONDUCT FOR MEMBERS OF THE MANAGEMENT COMMITTEE OF

The Kingstone Community Society Limited

Approved and adopted by the Management Committee on 18th May 2026

This should be signed by all new management committee members after each AGM or when Co-opted

1 Purpose of this document

1.1 This document sets out the standard of personal behaviour and conduct required of Committee Members. It is the Code of Conduct referred to in the Model Rules of the Society.

1.2 The Management Committee approved this Code of Conduct on the date set out above. As a condition of remaining a member of the Management Committee, all Committee Members agree to comply with this Code of Conduct.

1.3 A material breach of this Code of Conduct may result in removal from the Management Committee, as provided in the Rules and the Disputes Procedure document.

2 Qualification and eligibility to be a Committee Member

2.1 The Rules set out the criteria by which an individual is qualified and eligible to be a Committee Member. A Committee Member shall notify the Chairperson immediately on becoming aware that they no longer fulfil, or may no longer fulfil, any of these criteria.

3 Legal duties of Committee Members

3.1 Duty to obey the law and comply with the Rules

3.1.1 In carrying out their role, Committee Members are required to obey the law, and to comply with the Rules.

3.1.2 If in any doubt about this on any particular matter, a Committee Member should in the first place seek advice from the Chairperson.

3.2 Duty of good faith

3.2.1 Committee Members are required at all times to be truthful and honest with each other, and with any other people with whom they have any contact as a Committee Member.

3.2.2 Committee Members are required at all times to act in the best interests of the Society. They have a responsibility to make known the views, concerns and aspirations of those whom they have been elected to represent; but any decision they make must be made in what each Committee Member honestly believes to be the best interests of the Society.

3.2.3 Committee Members owe a **duty of undivided loyalty** to the Society, which includes the following features.

Conflict of interest

3.2.3.1 Committee Members must not allow themselves to be in a situation where any other interest which they have comes into conflict with their duty as a Committee Member.

3.2.3.2 Committee Members must disclose or declare any interest as required by the Rules. If in any doubt about whether an interest should be disclosed or declared, a Committee Member should consult the Chairperson. They may not vote and may be requested to retire from the meeting whilst the discussion is underway.

Gifts, benefits, discounts and hospitality, and use of suppliers

3.2.3.3 Committee Members must not use their position as Committee Member to secure any personal advantage.

3.2.3.4 Committee Members must not receive any personal benefits from suppliers or other third parties.

Confidentiality

3.2.4 Committee Members must treat any information which they receive as confidential, and must not disclose it to any third party without the express permission of the Management Committee or an authorised representative of the Society.

Collective responsibility

3.2.5 Committee Members have a duty to support any decision of the Management Committee, whether or not they agree with or voted in favour of it.

3.3 **Duty to be careful**

3.3.1 Committee Members have a duty to take such care in carrying out their responsibilities as a reasonable person would take in

relation to their own affairs. This includes attending meetings, preparing in advance for meetings by reading papers, asking for advice when it is needed, and attending any training provided by the Society.

3.3.2 Committee Members have a duty to fulfil any responsibilities assigned to them at meetings and be prepared to report back on progress at subsequent meetings.

4 Standards of behaviour

4.1 Committee Members are required at all times to treat each other, and any other people with whom they have any contact as a Committee Member, with dignity, respect and fairness. Committee Members must not resort to behaviour that could be considered aggressive, or intimidating, e.g., swearing, name calling, shouting, finger pointing or other inappropriate words or actions.

4.2 Committee Members should at all times work co-operatively with any employee or volunteer, and strive to make the governance arrangements work for the best interests of the Society.

4.3 Committee Members must not bring the Society into disrepute.

5 Non-compliance with this Code of Conduct

5.1 If a Committee Member commits a serious breach of this Code of Conduct, it may result in removal by resolution of the requisite majority of the remaining Committee Members, as required by the Rules.

5.2 Before any resolution to remove a Committee Member may be considered by the remaining Committee Members at a meeting:

5.2.1 Full details of the alleged material breach shall be put in writing, together with details of the grounds upon which it is considered not to be in the best interests of the Society for them to continue as a Committee Member, and sent to the Committee Member concerned to be received not less than 14 days before the meeting;

5.2.2 The Committee Member shall be given the opportunity to respond, in writing or in person at the meeting.

5.2.3 The Committee Member has the right to appeal to the membership via a Special Members Meeting if they fulfil the criteria of clause 4.5 within the Model Rules

5.2.4 The Committee member has the right to stand for re-election at the annual AGM provided they have not also been removed from membership in accordance with clause 3.7 Model Rules

5.2.5 The Management Committee should follow the process set down in the Society's Dispute Procedures document

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Signed by:

Signature:

Date: 18/5/26

ALAN PROCTOR