

# Bishop's Waltham Minibus Group

DRAFT – version 0.4

## Constitution

adopted on the Annual General Meeting on [            ] 2023

*The constitution is in 2 parts:*

*Part 1 covers the purposes of the charity and how its money and other assets can be used. It also contains the powers to change the constitution and to wind the charity up. The provisions in part 1 can only be changed by a 2/3rds majority of members present and voting at a meeting*

*Part 2 sets out the administrative provisions, including membership, the appointment of charity trustees, members' and trustees' meetings and the powers available to the trustees in running the charity. The provisions in part 2 can be changed by a simple majority of members present and voting at a meeting.*

### PART 1

The association's name is Bishop's Waltham Minibus Group

(and in this document, it is called the Group)

#### 1. Object

The Object of the Group is to provide transport for charitable organisations, community groups and school groups based in Bishop's Waltham and the surrounding parishes, and individuals who are elderly, disabled or otherwise disadvantaged.

In the furtherance of this Object, the Group shall:

- 1.1. Raise funds by lawful means for the purpose of maintaining a minibus and building up reserves for the purchase of a successor.
- 1.2. Recruit volunteer drivers and passenger escorts
- 1.3. Conduct familiarisation training for all who operate the minibus
- 1.4. Advertise the services offered so that the minibus is fully employed in meeting its charitable Object
- 1.5. Do all such other things as are conducive to the attainment of the Object.

[Nothing in this constitution shall authorise an application of the assets of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.]

## **2. Application of Income and Assets**

2.1. The income and assets of the Group shall be applied solely towards the promotion of the Object.

2.2. A Trustee is entitled to be reimbursed reasonable expenses properly incurred when acting on behalf of the Group.

2.3. None of the income or assets of the Group may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Group.

## **3. Benefits and Payments to Group Trustees**

3.1. No Trustee may:

3.1.1. buy services from the Group on terms preferential to those applicable to members of the public

3.1.2. sell goods or services to the Group

3.1.3. receive any financial benefit from the Group

3.2. A Trustee may receive a benefit from the Group in the capacity of a beneficiary of the Group provided that a majority of the Trustees do not benefit in this way.

## **4. Dissolution**

4.1. If the members resolve to dissolve the Group the Trustees will remain in office as charity Trustees and be responsible for winding up the affairs of the Group in accordance with this clause.

4.2. The Trustees must collect in all the assets of the Group and must pay or make provision for all the liabilities of the Group.

4.3. The Trustees must apply any remaining assets or money:

4.3.1. directly for the Object;

4.3.2. by transfer to any charity or charities for purposes the same as or similar to the Group;

4.3.3. in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.

4.4. The members may pass a resolution before or at the same time as the resolution to dissolve the Group specifying the manner in which the Trustees are to apply the remaining assets of the Group and the Trustees must comply with the resolution.

4.5. In no circumstances shall the net assets of the Group be paid to or distributed among the members of the Group (except to a member that is itself a charity).

4.6. The Trustees must notify the Commission promptly that the Group has been dissolved. If the Trustees are obliged to send the Group's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Group's final accounts.

## **5. Amendment of Constitution**

5.1. The Group may amend any provision contained in Part 1 of this constitution provided that:

5.1.1. no amendment may be made that would have the effect of making the Group cease to be a charity at law;

5.1.2. no amendment may be made to alter the Object if the change would undermine or work against the previous Object of the Group;

5.1.3. no amendment may be made to Clause 1 (Object), Clause 2 (Application of income and assets), Clause 3 (Benefits and Payments to Group Trustees), Clause 4 (Dissolution) or this clause without the prior consent in writing of the Commission;

5.1.4. any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

5.2. Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

5.3. A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

## **PART 2**

### **6. Membership**

6.1. Membership shall comprise:

- The Trustees of the Minibus Group Charity
- Minibus drivers
- Minibus passenger assistants (escorts)
- Minibus Group supporters (with special knowledge, experience or involvement)

6.2. The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

## **7. Termination of Membership**

Membership is terminated if:

7.1. the member resigns by written notice to the Group

7.2. the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Group that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

7.2.1. the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

7.2.2. the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

## **8. General Meetings**

8.1. An annual general meeting must be held each year in November. The agenda must include: annual report, financial account, election of Trustees, election of officers and any other business submitted to the secretary more than 14 days before the meeting.

8.2. The Trustees may call a special general meeting at any time, or if requested to do so in writing by at least 5 members. The request must state the nature of the special business that is to be discussed.

## **9. Notice**

9.1. The minimum period of notice required to hold any general meeting of the Group is 14 days from the date on which the notice is deemed to have been given.

9.2. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

9.3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

9.4. The notice must be given to all the members of the Group.

## **10. Quorum**

10.1. No business shall be transacted at any general meeting unless a quorum is present.

10.2. A quorum is 6 members entitled to vote upon the business to be conducted at the meeting.

## **11. Chair**

11.1. General meetings shall be chaired by the person who has been elected as Chair.

11.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee shall chair the meeting.

11.3. 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.

## **12. Votes**

Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

## **13. Officers and Trustees**

13.1. The Group and its assets shall be managed and administered by the Trustees of the Charity who, in this constitution, are called 'The Trustees'.

13.2. The Trustees shall include the following honorary officers:

- A chair
- A secretary
- A treasurer

13.3. The number of Trustees shall be not less than three.

13.4. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

## **14. Appointment of Trustees**

14.1. Members are barred from being appointed Trustees if they:

- Are under 18 years old
- Are bankrupt
- Have an unspent conviction for certain offences (including dishonesty or deception), but not including motoring offences
- Have been the subject of any adverse publicity in the past 3 years

14.2. The Group in general meeting shall elect the officers and the other Trustees. They may also elect a President, as an honorary officer, not on the Executive Committee.

14.3. The Trustees may appoint any person who is willing to act as a Trustee.

14.4. Any member may submit a proposal for another member to be a Trustee or officer provided that:

- It is received by the secretary at least 14 days prior to a general meeting

- The person proposed has indicated their willingness to be appointed

14.5. Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

## **15. Powers of Trustees**

15.1. The Trustees must manage the business of the Group and have the following powers in order to further the Object (but not for any other purpose):

15.1.1. to raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

15.1.2. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

15.1.3. to obtain and pay for such goods and services as are necessary for carrying out the work of the Group;

15.1.4. to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;

15.1.5. to authorise the officers of the Group to act on behalf of the Trustees in meeting any legal or financial obligations on the Group in respect of insurance, road tax, maintenance or running costs of the minibus;

15.1.6. to delegate tasks to working groups to report back to the Trustees on their findings;

15.1.7. to do all such other lawful things as are necessary for the achievement of the Object.

15.2. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

## **16. Disqualification and Removal of Trustees**

A Trustee shall cease to hold office if he or she:

16.1. is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

16.2. ceases to be a member of the Group;

16.3. resigns as a trustee by notice to the Group (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

16.4. is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

## **17. Proceedings of Trustees**

17.1. The Trustees shall meet at least 3 times a year.

17.2. The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

17.2. The secretary must call a meeting of the Trustees if requested to do so by a Trustee.

17.3. The quorum shall be three Trustees.

17.4. Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

17.5. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

17.6. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

17.7. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated in writing by the Trustees.

17.8. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.

17.9. The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more trustees.

## **18. Conflicts of Interests and Conflicts of Loyalties**

18.1. A Group Trustee must:

18.1.1. declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Group or in any transaction or arrangement entered into by the Group which has not been previously declared; and

18.1.2. absent themselves from any discussions of the Group Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Group and any personal interest (including but not limited to any personal financial interest).

18.2. Any Group Trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Group Trustees on the matter.

## **19. Minutes**

The Trustees must keep minutes of all:

19.1. appointments of officers and Trustees made by the Trustees;

19.2. proceedings at meetings of the Group;

19.3. meetings of the Trustees including:

- the names of the Trustees present at the meeting;
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions.

## **21. Finances**

21.1. The financial year shall commence on 1<sup>st</sup> September and end on 31<sup>st</sup> August in each year.

21.2. The income and assets of the group shall be applied solely towards the promotion of the Object of the Group.

21.3. If approved by the Trustees, reasonable expenses may be paid to members.

21.4. Cheques will require 2 signatories. Bank transfers must have prior approval from one other officer.

## **22. Accounts, Annual Report, Annual Return**

22.1. The Trustees must comply with their obligations under the Charities Act 2011 with regard to:

- the keeping of accounting records for the Group;
- the preparation of annual statements of account for the Group;
- the transmission of the statements of account to the Commission;
- the preparation of an Annual Report and its transmission to the Commission;
- the preparation of an Annual Return and its transmission to the Commission.

21.2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

21.3. An honorary accountant shall be appointed to audit the annual account.

## **22. Registered particulars**

The Trustees must notify the Commission promptly of any changes to the Group's entry on the Central Register of Charities.

## **23. Repair and Insurance**

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the assets of the Group. They must also insure suitably in respect of public liability.

## **24. Notices**

24.1. Any notice required by this constitution to be given to or by any person must be in writing or given using electronic communications.

24.2. A member who does not register a UK address with the Group shall not be entitled to receive any notice.

24.3. A member present in person at any meeting of the Group shall be deemed to have received notice of the meeting and of the purposes for which it was called.

## **25. Rules**

25.1. The Trustees may from time to time make rules for the conduct of their business.

25.2. The rules may regulate the following matters but are not restricted to them:

25.2.1. the admission of members of the Group

25.2.2. matters concerning the minibus:

- the procedures for booking the minibus
- the charges to be raised.
- The training requirements for drivers and escorts
- The records to be kept on the minibus and its usage

25.2.3. the procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this constitution;

25.2.4. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

25.3. The Group in general meeting has the power to alter, add to or repeal the rules.

25.4. The Trustees must adopt such means as they think sufficient to bring the rules to the notice of members of the Group including, where necessary, obtaining signatures.

25.5. The rules shall be binding on all members of the Group. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

## **26. Disputes**

If a dispute arises between members of the Group about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

