

Register Number 25759R

12 OCT 2022

**RULES
of**

**LERRYIN AREA MINIBUS
ASSOCIATION**

Derived From Model C.T.O. (1)

Co-operative and Community Benefit Societies Act 2014

Acknowledgement of registration of a rule amendment

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: Lerryn Area Minibus Association

Registration number: 25759 R

Date: **03 November 2022**



1. Name

The name of the society shall be **Lerryn Area Minibus Association** (hereinafter referred to as "the Association"). The "Lerryn Area" encompasses Lerryn, St Veep, St Winnow, Boconnoc, Lostwithiel and the districts that surround them.

2. Objects

The Association shall have the object of operating transport services for the benefit of the community to:

- (a) Improve the wellbeing of all individuals who reside within the Lerryn Area, or who are temporarily resident with someone who resides within the area, particularly those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage.
- (b) Maintain and enhance the sense of community that exists within the Lerryn Area, particularly with regard to relieving loneliness and in supporting people to help one another.
- (c) Enrich people's understanding and appreciation within the Lerryn Area of both their own and other people's heritage, culture and religion.
- (d) Support those people within the Lerryn Area who are in full-time education or who are undertaking a recognised training programme or who are furthering their personal development through part-time study.
- (e) Assist with the personal and social development of young people within the Lerryn Area through the provision of opportunities for leisure activities, voluntary engagement and non-formal and informal learning.
- (f) Encourage people's participation in amateur sports or games within the Lerryn Area which promotes health by involving physical or mental skill or exertion.
- (g) Facilitate recreation and other leisure time occupation that: benefit people within the Lerryn Area, are altruistic in character and improve people's conditions of life (2000-08 – The Recreational Charities Act 1958, Charity Commission Section 1 Guidance (RR4) refers).
- (h) Support other charitable purposes being undertaken within the Lerryn Area.
- (i) Enable other not-for-profit organisations within the Lerryn Area that benefit the community to both support these aims and also to further their own aims.
- (j) Cooperate with nearby volunteer community transport operators to support one another in fulfilling each other's objects.

3. Powers

The Association shall have the power to do all things necessary or expedient for the fulfilment of its objects.

4. Registered Office

The registered office of the Association shall be:

**Lanwithan View, Silverlake,
Lostwithiel, Cornwall, PL22 0JP.**

5. Share Capital

The share capital of the Association shall consist of shares of the nominal value of £1 each, issued to members of the Association upon admission to membership. Except as provided in this rule, shares shall be neither withdrawable nor transferable, shall carry no right to interest, dividend or bonus, and shall not be held jointly. Shares held by nominees of unincorporate bodies shall be transferable in such a manner as the members in general meeting may from time to time determine, and may be held jointly by any two persons, being nominees of any one unincorporate body. Shares shall be forfeited and cancelled on cessation of membership from whatever cause and the amount paid up thereon shall become the property of the Association. A member shall hold only one share in the Association.

6. Membership

The membership of the Association shall comprise all those whose names are registered with the Secretary. The members in general meeting may in their discretion admit to membership any individual persons or the nominees of unincorporate bodies; societies, companies and local authorities (being bodies corporate).

A body corporate being a member may by resolution of its governing body appoint and revoke the appointment of any person it thinks fit as a deputy, who shall during the continuance of his or her appointment be entitled to exercise at any general meeting of the Association all such rights and powers as the body corporate appointing him or her could exercise if it were an individual person. A copy of any such resolution signed by two members of the governing body, and in the case of a local authority, by the clerk of the council shall be sent to the Secretary of the Association.

7. Application for Membership

Application for membership may be made in writing to the Secretary, provided that the applicant is eligible as detailed in Rule 6. If the application is approved by the members in general meeting, the applicant shall be issued with one share upon payment of £1. A member who is a nominee of an unincorporate body shall have entered against his or her name in the register of members the name of the unincorporate body by whom he or she has been nominated.

8. Cessation of Membership

(a) A member shall cease to be a member if:

- (i) He or she dies; or
- (ii) In the case of a body corporate, ceases to be a body corporate; or
- (iii) Is expelled; or
- (iv) Withdraws from the Association; or
- (v) In the case of the nominee of an unincorporate body, transfers his or her share to another nominee.

(b) (i) A member may be expelled by a resolution carried by the votes of three quarters of the members present in person and voting at a general meeting of the Association of which notice has been duly given, provided that a complaint in writing of conduct detrimental to the interests of the Association has been sent to the member by order of the Association, not less than one calendar month before the meeting. Such complaint shall contain particulars of the conduct complained of and shall call upon the member to answer the complaint and attend the meeting

called under this rule. At such meeting, the members shall consider evidence in support of such complaint and such evidence as the member may wish to put before them. If on due notice having been served on her or him, the member fails to attend the meeting without due cause the meeting may proceed in their absence.

- (ii) No person who has been expelled from membership shall be readmitted except by a resolution carried by the votes of three quarters of the members present in person and voting at any meeting of which notice has been given.

9. Management

- (a) The management of the Association shall be by regular general meetings of all the members present which shall constitute a committee of management. At least two such meetings shall be held in each year, one of which shall be the Annual General Meeting. A general meeting shall be called by the Secretary, giving each member of the Association 7 clear days' notice of the date, time and place of the meeting and the issues upon which decisions are to be taken.
- (b) A general meeting of members present shall have power to make decisions in accordance with the Rules of the Association and may appoint and dismiss members or groups of members to exercise certain delegated powers on behalf of the Association, and in particular the election of a group of members to exercise the management of any employees and of the Association's operations.
- (c) The remuneration and expenses (if any) of members of the Association and persons appointed by the Association shall be determined from time to time by the Association in general meeting.

10. Annual General Meeting

An Annual General Meeting shall be held within three months of the close of the financial year of the Association, and the business of which will include:

- (a) The receipt of the Profit and Loss account for the year, and a balance sheet as at the close of the financial year.
- (b) The appointment of an Auditor or the disapplication of this requirement if legislation allows and members wish it.
- (c) The election of working groups as required.
- (d) The election of a Treasurer who shall be responsible for the proper management of the financial affairs of the Association. The Treasurer may be removed and a replacement elected by a general meeting of the Association.
- (e) The election of a Secretary who will have those functions mentioned in these Rules and any further functions as a general meeting may decide. The Secretary may be removed and a replacement elected by a general meeting of the Association.

11. Extraordinary General Meeting

Extraordinary general meetings may be called for any purpose on the written request of at least one quarter of the membership of the Association. Seven days written notice of an extraordinary general meeting must be issued to all members, stating the business to be discussed at the meeting; the date, time and place to be determined by the Secretary after consultation with those calling the meeting.

12. Conditions Governing all General Meetings

(a) Quorums:

- (i) A quorum at each meeting shall be one quarter of the membership or seven (7) members present whichever is the lesser number
- (ii) If a quorum does not exist at any time, the meeting shall be adjourned to such a date, time and place as the members present at that meeting shall determine, and for which written notice shall be issued to all members of the Association. If at the reconvened meeting a quorum is still not obtainable, then those members present shall constitute a quorum.

(b) Voting:

Decisions at all meetings shall be reached by a show of hands, secret ballots, or by any other means that the meeting shall determine, each member in attendance having one vote. Questions will be decided by a majority of two thirds of the members in attendance and voting, except for those questions to be decided in accordance with Rules 8(b) and 17(a).

(c) Chairperson:

- (i) The Chairperson for each meeting shall be elected at the beginning of that meeting.
- (ii) The function of the Chairperson will be to conduct the business of the meeting in an orderly manner.

13. Finance

- (a) The Association shall have power to borrow or raise money for the purpose of the Association in whatsoever manner it may determine, including the issue of loan stock, provided that the amount for the time being remaining undischarged of monies borrowed does not exceed £500,000.
- (b) The Association may receive from any person's donations, legacies, loans free of interest or grants in aid towards the work of the Association.
- (c) The Association shall not receive money on deposit.
- (d) The rate of interest paid on money borrowed, except on money borrowed by way of bank overdraft or on a mortgage from a Building Society or Local Authority, shall not exceed 6½% per annum, or 1% per annum above the **Barclays Bank** plc base lending rate, whichever is the higher.

14. Accounts

- (a) The Association shall maintain an account or accounts with any bank or financial institution that the members in general meeting shall determine.
- (b) The members shall vote annually, as allowed by section 84 of the Co-operative and Community Benefit Societies Act 2014, at the Annual General Meeting, to have, when necessary in law or where the membership requires, one of the following:
 - (i) An audit carried out by a qualified auditor.
 - (ii) An audit carried out by two or more lay auditors.
 - (iii) A report by a qualified auditor.
 - (iv) Unaudited accounts, where the conditions for such exist.

If a full audit or a report is required, a person who is a qualified auditor under section 91 of the Co-operative and Community Benefit Societies Act 2014 shall be appointed. The qualified or lay auditors, if so appointed, shall not be officers or servants of the Association and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the Association. Lay auditors shall be chosen by the committee of management from the general membership and/or others.

If the membership votes for unaudited accounts, the society's income/expenditure ledger shall be scrutinised by the Secretary and committee members only and signed, as a true record, by the secretary and two committee members or any other number as may be required by legislation. An income/expenditure report will be prepared to present to the society's members at each Annual General Meeting'

- (c) Every year, within the time allowed by the Co-operative and Community Benefit Societies Act 2014, the Secretary shall submit an annual return to the Financial Conduct Authority which shall include:
 - (i) A completed annual return form as prescribed by the Financial Conduct Authority relating to the affairs of the Association for the period required by the Act;
 - (ii) A set of the society's accounts; and
 - (ii) Where required, an audit report or report on the account.

15. Application of Profits and Investments

- (a) No portion of the income, property or profits of the Association shall be paid or transferred either directly or indirectly by way of profit to members of the Association.
 - (i) Any profit made by the Association shall be applied in furthering all or any of the objects of the Association, in such proportions and in such manner as decided from time to time at general meetings.
 - (ii) Any of the profits not so applied shall be carried forward.
- (b) The Association may invest any part of its funds in a manner provided for by the Co-operative and Community Benefit Societies Act 2014.

16. Records and Seals

- (a) Sufficient records shall be maintained and left at the registered office for the purpose of the Association and to comply with the provisions of the Co-operative and Community Benefit Societies Act 2014.
- (b) The Association shall have a seal kept in the custody of the Secretary and used only by the authority of a general meeting. Sealing shall be attested by the signatures of two members and that of the Secretary for the time being.

17. Alteration of Rules

- (a) Any rule herein may be rescinded or amended or a new rule made by the vote of three quarters of all the members of the Association present and voting at a general meeting, where all the members of the Association have been given seven days prior notice of the change to be proposed at that meeting.
- (b) No amendment of the Rules is valid until registered.
- (c) No amendment which would cause the Association to cease to be a charity at law shall be adopted.

18. Indemnity

The Association shall indemnify and keep indemnified any officer, member or servant of the Association from and against all claims, demands, actions and proceedings (and all costs and expenses connected therewith or arising thereout) made and brought against the Association or him or her, either alone or jointly with the Association, arising out of, or in connection with the work of the Association. The Association shall affect a policy of insurance in respect of the indemnity aforementioned.

19. Dissolution

The Association may be dissolved by the consent of three quarters of the members by their signatures to an instrument of dissolution provided for in the Treasury Regulations or by winding up in a manner provided for by the Co-operative and Community Benefit Societies Act 2014. If, on the winding up of the Association, there remains, after the satisfaction of all its debts and liabilities, any funds whatsoever, the same shall not be paid or distributed among the members of the Association but shall be transferred to any other charity or charities having objects similar to the objects of the Association, as decided by general meeting.

20. Deceased Members

- (a) Upon a claim being made by the personal representatives of a deceased member, or the trustee in bankruptcy of a bankrupt member, to any property in the Association, belonging to the deceased or bankrupt member, the Association shall transfer or pay such property to which the personal representatives, or trustees in bankruptcy, have become entitled as the personal representatives, or trustees in bankruptcy, may direct them.
- (b) A member may, in accordance with the Co-operative and Community Benefit Societies Act 2014. nominate any person to whom any of his or her property in the Association at the time of his or her death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being provided in the Act. On receiving satisfactory proof of death of a member who has made such nomination, the general meeting shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the person entitled thereunder.

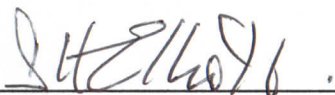
21. Disputes

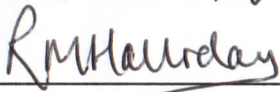
Any such dispute as is referred to in the Co-operative and Community Benefit Societies Act 2014 shall be referred to and decided by the Financial Conduct Authority.

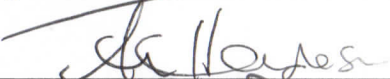
22. Interpretation

In these Rules, 'the Act' refers to the Co-operative and Community Benefit Societies Act 2014 and any Act or Acts amending or substituting it for the time being in force.

Signatures of three members







Signature of the secretary

