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RULES of

LERRYN AREA MINIBUS
ASSOCIATION
LIMITED

Model C.T.O. (1)

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88

88

1. Name

The name of the society shall be **LERRYN AREA MINIBUS**
ASSOCIATION Ltd
(hereinafter referred to as "the Association")

2. Objects

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

(a) to assist the work of organisations and bodies engaged in the relief of poverty, sickness and the disabilities of age, the provision of facilities for recreation or other leisure time occupation within the meaning of Section 1 of the Recreational Charities Act 1958 and any other charitable purpose in **area of**

Lerryn, Bovee Parish and part of St Winnow Parish and District, and

(b) when necessary, to relieve poverty, sickness and the disabilities of age.

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:

'COONPIPER', SCHOOL LANE
LERRYN, LOSTWITHIEL,
CORNWALL PLZZOQA.

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 attached to these Rules. 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.
- (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 persons 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 ~~BALANCE 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 Association shall in accordance with Sections 4 and 8 of the Friendly and Industrial and Provident Societies Act 1968 appoint each year, ~~V~~ one or more auditors to whom the accounts of the Association for that year shall be submitted for audit as required by the said Act, and who shall have all such rights in relation to notice of and attendance and audience at general meetings, access to books and supply of information, and otherwise as are provided by the said Act. Every such auditor shall be appointed by the Association in a general meeting, and in the case of any auditor so appointed who is a qualified auditor under Section 7 of the said Act, the provisions of Sections 5 and 6 thereof apply to her or his reappointment and removal and to any resolution removing her or him or appointing another person in her or his place.
- (c) Every year not later than the date provided by the Act or where the return is made up to the date allowed by the Registrar, not later than three months after such date, the Secretary shall send to the Registrar, the annual return in the form prescribed by the Chief Registrar of Friendly Societies relating to its affairs for the period required by the Act to be included in the return together with:
 - (i) A copy of the report of the auditors on the Association's accounts for the period included in the return, and
 - (ii) A copy of each balance sheet made during the period and the report of the auditor on that balance sheet.

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 the manner mentioned in Section 31 of the Act.

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 Act.

(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 effect 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 Act. 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 Act, 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 Section 60 of the Act shall be referred to and decided by the Chief Registrar of Friendly Societies.

22. Interpretation

In these Rules, 'the Act' refers to the Industrial and Provident Societies Acts of 1965 to 1978 and any Act or Acts amending or substituting them for the time being in force.

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D. A. Vipond

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E. H. ...
[Handwritten signature]

[Handwritten signature]

P. Philp

D. A. Vipond

Secretary

INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

Acknowledgment of Registration of Society

Register No. 25759.....R

Lerryn Area Minibus Association.....Limited

is this day registered under the Industrial and Provident Societies
Act 1965.

Date 26 August 1987.....

15-17 GREAT MARLBOROUGH STREET
LONDON
W1V 2AX



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