

**WESTWAY COMMUNITY TRANSPORT
INDUSTRIAL & PROVIDENT SOCIETY REG NO 27317
As Registered on 4/3/91**

RULES OF THE SOCIETY

1.Name

The name of the society shall be Westway Community Transport (hereinafter referred to as "The Society").

2.Objects

The Society shall have the objects of operating Community Transport services for the benefit of the community that will:

- (a) Promote any charitable purposes for the benefit of the community in particular in the Royal Borough of Kensington & Chelsea (hereinafter called "the area of benefit")
- (b) Assist the work of organisations and bodies engaged in any charitable purposes for the benefit of the community and the advancement of education, the protection of health and the relief of poverty, distress, sickness and the disabilities of age and the provision of the facilities for recreation or other leisure time occupation within the meaning of Section 1 of the Recreational Charities act 1958.

3.Powers

The Society 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 Society shall be:
Westway Community Transport Ltd
240 Acklam Road
London W10 5YG

5.Share Capital

The share capital of the Society shall consist of shares of the nominal value of £1 each, issued to members of the Society 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 unincorporated 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 unincorporated 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 Society. A member shall hold only one share in the Society.

6.Membership

The Membership of the Society shall comprise all those whose names are attached to these Rules. The members in a general meeting or the management committee may in their discretion admit to Membership any individual persons or the nominees of unincorporated 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 Society 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 Society.

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 a general meeting the applicant shall be insured with one share upon payment of £1.

A member who is a nominee of an unincorporated body shall have entered against his or her name in the register of members the name of the unincorporated 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 Society; or
- (v) In the case of the nominee of an unincorporated 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 Society of which notice has been duly given, provided that a complaint in writing of conduct detrimental to the interest of the Society has been sent to the member by order of the Society, 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 a 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.

(c) (i) The management committee may terminate membership by giving the member notice in writing.

(ii) No later than 28 days after receiving that notice the member can appeal in writing to the Society against the termination. If an appeal is received within the time limit, the termination must be considered by the management committee. The member has the right to be heard at the meeting or may make written representations. The meeting must either confirm the termination or reinstate the member.

9. General Meetings

(a) At least one general meeting shall be held in each year which shall be the Annual General Meeting. A general meeting shall be called by the Secretary, giving each member of the Society fourteen 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 powers to make decisions in accordance with the Rules of the Society and may appoint and dismiss members or groups of members to exercise certain delegated powers on behalf of the Society, and in particular the election of a group of members to exercise the management of any employees and of the Society's operations.

(c) The remuneration and expenses (if any) of members of the Society and persons appointed by the Society shall be determined from time to time by the Society in general meeting.

10. Annual General Meeting

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

(a) The receipt of the Profit and Loss account for the year, and a Balance sheet at the close of the financial year.

(b) The appointment of an Auditor.

(c) The election of working groups as required. The election of a management committee to serve until the following year's Annual General Meeting.

(d) The election of a Treasurer who shall be responsible for the proper management of the financial affairs of the Society. The Treasurer may

be removed and a replacement elected by a general meeting of the Society.

- (e) The election of a Secretary who will have those functions mentioned in these rules and any further function as a general meeting may decide.
- (f) The Secretary may be removed and a replacement elected by a general meeting of the Society.
- (g) The election of a Chairperson to serve until the following year's Annual General Meeting.

11. Notice

A notice sent by post to a member's registered address shall be deemed to have been duly served forty-eight hours after its posting. The accidental omission to send any notice to or the non-receipt of any notice by any member shall not invalidate the proceedings at the meeting.

12. 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 Society. 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.

13. Proceedings at General Meetings

- a) A corporate body which is a member of the Society shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise in any general meeting of the Society all such rights and powers as the member organisation would exercise if it were an individual person. The Society shall require such notification of an organisation's appointed representative as the Committee may from time to time decide.
- b) No person shall be entitled to vote on any question at a general meeting other than an individual member of the Society or the duly appointed representative of a corporate body which is a member.
- c) No business shall be transacted at a general meeting unless a quorum is present in person. Unless and until otherwise decided by the Society in General Meeting, a quorum shall be one quarter of the members of the Society or seven members, whichever is the lesser number.
- d) If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of

members, shall be dissolved. In any other case it shall stand adjourned until a day between seven and fourteen days after the date set for the original meeting, and all members shall be given such notice as is practicable. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the members present shall constitute a quorum.

- e) The Chairperson of the Society shall preside at every general meeting. In the event of her/his absence or unwillingness to act, the members present shall choose one of their number to be Chairperson of the meeting.
- f) The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise it shall be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- g) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least four members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost with an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
- h) If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that no member shall have more than one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- i) The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
- j) Every member shall hold one vote only on each question to be decided at a general meeting. Except where otherwise specified by these Rules or by the Act, questions will be decided by a majority of the members in attendance and voting.
- k) A resolution in writing signed by all the members for the time being entitled to vote at General Meetings shall be valid and effective as if

the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.

14. Management Committee

- (a) The Society shall have a management committee comprising not less than nine and not more than fifteen persons of whom two thirds must be elected.
- (b) A management committee shall, subject to this Rule, hold office until the end of the next Annual General Meeting following her/his election. Retiring members shall be eligible for re-election at the Annual General Meeting at which they retire.
- (c) New management committee members shall be elected in accordance with such procedures as may be adopted by the Society from time to time, provided that only members of the Society and representatives or organisations which are members may stand for election to, or nominate persons to stand for election to, the committee subject to Rule 14 (d).
- (d) The management committee:
 - I. may at any time co-opt any person to fill a vacancy in the management committee. Co-opted members shall have full voting rights at management committee meetings.
 - II. may also co-opt up to three additional persons on to the management committee at any time in excess of the maximum number of management committee members set out at 14 (a) above.
 - III. at no time shall more than one-third of the members of the management committee be co-opted members.
 - IV. have the power to set up sub committees and working groups.
- (e) In the event that the size of the management committee should drop below the minimum number of members prescribed in these Rules, the members of the management committee may act to increase their number or to call a general meeting of the Society, but for no other purpose.
- (f) A management committee member shall declare an interest in any contract or matter in which s/he has a personal material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter except where that interest is shared with a majority of the other members of the management committee.

- (g) Management committee members shall only be entitled to fees or remuneration for services actually rendered to the Society, whether as employees or otherwise.
- (h) Management committee members may be paid all reasonable and proper expenses incurred by them in attending and returning from meetings of the management committee or general meetings of the Society or in connection with the business of the Society.
- (i) The office of management committee member shall be immediately vacated if s/he:
 - (a) resigns her/his office in writing to the Society; or
 - (b) ceases to be a member of the Society for any reason whatsoever (or is the representative of a corporate body which ceases to be a member); or
 - (c) is removed from office by a majority vote of the Society in a general meeting, the notices for which specified that the question of the management committee member's removal was to be considered; or
 - (d) in the opinion of a majority of the management committee, fails to declare her/his interest in any contract as referred to in this Rule; or
 - (e) is absent from three successive meetings of the management committee during a continuous period of twelve months without special leave of absence from the management committee and they decide that s/he has by reason of such absence vacated office; or
 - (f) becomes bankrupt or, in the opinion of a majority of the management committee, incapable on medical or psychological grounds of carrying out the functions of a management committee member.
 - (g) is removed from office by a resolution of at least 75% of the other management committee members present and voting at a management committee meeting at which at least half of the serving management committee members are present provided that prior to such a meeting the management committee member in question has been given written notice of the intention to propose such a resolution.

15.Finance

- (a) The Society shall have power to borrow or raise money for the purpose of the Society in whatsoever manner it may determine, including the issue of loan stock, provided that the amount borrowed at any one time does not exceed £500,000
- (b) The Society may receive from any persons donations, legacies, loans free of interest or grants in aid towards the work of the Society.
- (c) The Society shall not receive money on deposit.

- (d) The rate of interest payable at the time terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which, in the opinion of the management committee, is reasonable having regard to the terms of the loan.

16.Accounts

- (a) The Society shall maintain an account or accounts with any bank or financial institution that the members in general meeting or the management committee shall determine.
- (b) The Society shall in accordance with Sections 4 and 8 of the Friendly and Industrial and Provident Societies Act 1968 appoint each year, one or more auditors to whom the accounts of the Society 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 meeting, access to books and supply of information, and otherwise as are provided by the said Act. Every such auditor shall be appointed by the Society 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 a 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 relating to its affairs for the period required by the Act together with:
 - (a) A copy of the report of the auditors on the Society's accounts for the period included in the return, and
 - (b) A copy of each balance sheet made during the period and the report of the auditor on that balance sheet.

17.Application of Profits and Investment

- (a) No portion of the income, property or profits of the Society shall be paid or transferred either directly or indirectly by way of profit to members of the Society.
 - (i) Any profit made by the Society shall be applied in furthering all or any of the objects of the Society, 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 Society may invest any part of its funds in the manner mentioned in Section 31 of the Act

18. Records and Seals

- (a) Sufficient records shall be maintained and left at the registered office for the purpose of the Society and to comply with the provisions of the Act.
- (b) If the Society has a seal it shall be kept in the custody of the Secretary and used only by the authority of the management committee. Sealing shall be attested by the signature of two management committee members or of one management committee member and the Secretary for the time being. (If the Society does not have a seal, a document which would have previously required to be sealed, would be signed by a management committee member and secretary or two management committee members and accompanied by a written statement that the document has been executed by the Society as if under common seal).

19. Alteration of Rules

- (a) Any rule may be rescinded or amended or a new rule made by the vote of three quarters of all the members of the Society present and voting at a general meeting, where all the members of the Society 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 Society to cease to be a charity at law, shall be adopted.

20. Indemnity

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

21. Dissolution

The Society 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 Society, 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 Society but shall be transferred to any other charity or charities having objects similar to the objects of the Society, as decided by general meeting.

22.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 Society belonging to the deceased or bankrupt member, the Society 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 Society 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 a 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 there under.

23.Disputes

In the event of a dispute between the Society or its management committee and a member of the Society or a former member, such dispute shall be referred to an independent arbitrator who shall be appointed by the Society. The decision of such an arbitrator shall be binding. In the event that a dispute cannot for whatever reason, be concluded by reference to an arbitrator, the matter may be referred to the county court.

24.Interpretation

In these rules 'the Act' refers to the Industrial and Provident Societies Acts of 1965 to 2002 and any Act or Acts amending or substituting them for the time being in force.