

Green Community Travel Ltd  
July 2018

Constitution adopted July 2018

Part 1.

**1. Adoption of the Constitution**

The Association and its property will be administered and managed in accordance with the provisions in Part 1 & 2 of this Constitution.

**2. The name**

The Association's name is Green Community Travel Ltd

(And in this document is called the Association)

**3. The Charity's Aims and Objectives**

Green Community Travel Ltd primary objective is to 'operate transport services for the benefit of the community'. Primarily, those disadvantaged through age, economic circumstance, disability or location. Our aim is to reduce social isolation through providing accessible transport.

Our transport services are open to community residents who cannot access public transport, have no means of independent transport or who require a supportive travel environment.

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**4. Application of the Income and Property**

- Money and property may only be used for the Association purposes
- Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.
- Trustees cannot receive any money or property from the Association, except to refund reasonable out of pocket expenses.
- Money must be held in the Association bank account. All cheques must be signed by two signatories
- The appointment of bankers and auditors shall be made by the Treasurer on the decision of the AGM
- All monies shall be administered by Green Community Travel employees who will ensure payment of incoming monies into a bank or building society account in the name of Green Community Travel Ltd. This will be overseen by the Treasurer and the Treasurer shall arrange, in consultation with the Committee, for the proper investment of any available balance. The Treasurer shall account to the Committee for all monies.

- Any withdrawals from such bank shall be against the signature of a minimum of 2 signatories who are unrelated or as may be required by the rules of the Bank.

- **Share Capital**

- The share capital of Green Community Travel Ltd shall consist of the nominal value of £1 each, issued to members of Green Community Travel Ltd upon admission to membership. Except as provided in this rule, shares shall be neither withdrawals 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 Green Community Travel Ltd. A member shall only hold one share in Green Community Travel Ltd.

## **5. Dissolution**

- If members resolve to dissolve the Association the Trustees will remain in office as Trustees and be responsible for winding up the affairs of the Association in accordance with this clause.
- The Trustees must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association
- The Trustees must apply any remaining property or money:
  - (a) Directly for the objects;
  - (b) By transfer to any Association or Association/Charity for purposes the same as or similar to the Association
  - (c) In such other manner as the Financial Services Authority for England and Wales ("the Commission") may approve in writing in advance
- The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which Trustees are to apply the remaining property or assets of the Association and the Trustees must comply with the resolution if it is consistent with paragraphs a – c inclusive above.
- In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself an Association)
- The Trustees must notify the Financial Conduct Authority (FCA) promptly that the Association has been dissolved. If the Trustees are obliged to send the Association's accounts to the FCA for the accounting period which ended before its dissolution, they must send the FCA the Charity's final accounts.

## **6. Alteration of the Constitution**

- Any proposal to alter the Constitution must be approved at the AGM by not less than two thirds of the members present and voting at a general meeting.
- Such a proposal shall be accompanied by a copy of the relevant parts of the existing Constitution and proposed amendments in the documentation for the AGM
- No amendment may be made that would have the effect of making the Association cease to be a Charity at law
- A copy of any resolution amending this constitution shall be sent to the Financial Conduct Authority within twenty one days of it being passed.

## **7. Membership**

- The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
- The Trustees must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
- Membership is not transferrable to anyone else

## **8. Termination of Membership**

Membership is terminated if:

- The member dies, or if it is an organisation, ceases to exist
- If the actions of any member shall, in the opinion of the Trustees, be injurious to the interests of Green Community Travel Ltd the Committee is empowered to suspend that member

## **9. Annual General Meeting of the Membership**

There shall be an AGM to be held within 3 months of the end of the financial year, for which at least 21 days prior notice shall be provided to all members together with an Agenda.

The Chair shall preside at the AGM. In the absence of the Chair, the Vice Chair will preside. In the absence of both, the members shall elect a Chair for that meeting.

***A quorum shall be a minimum of 7 members eligible to vote***

The business of the AGM shall include reports from the Chair and Treasurer and shall also include:

- Election of the Chair, Vice Chair, Company Secretary, Treasurer and any other Officers. Nominations for Officers may be submitted in writing or taken on the floor subject to the nominee's agreement

- The Trustees must comply with their obligations under the Charities Act 2011 with regard to – the keeping of accounting records for the charity
- Preparation of annual statements of account for the Financial Conduct Authority
- The presentation of an Annual Report and its transmission to the Financial Conduct Authority.
- Every member has one vote
- Agendas will be made available 14 days before the AGM.
- Minutes must be kept of the AGM.
- An Auditor to be approved every year at the AGM

## **10. Quorum**

- No business shall be transacted at any general meeting unless a quorum is present.
- A quorum is 7 members entitled to vote upon the business to be conducted at the meeting.
- (a) If a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine
- The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date and time and place of the meeting.
- If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## **11. Officers and Trustees**

The Association and its property shall be managed and administered by a committee comprising the Officers and other members of the committee shall be the Trustees of the Association and in this constitution are called "the Trustees".

\* GCT will have a Chair, Vice Chair, Company Secretary and Treasurer to be elected annually by the AGM.

\* The Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees

\* The elected Officers shall hold office for one year, at the expiration of which they will need to be re-elected at the AGM.

## **12. Appointment of Trustees**

\* The Association in general meeting shall elect the Officers and the other Trustees.

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

## **13. Power of Trustees**

\* The trustees must manage the business of the Association and have the following powers in order to further the Objects (but not for any other purpose)

- a) To raise funds. In doing so the Trustees must not undertake any substantial permanent trading activity and must comply with relevant statutory regulations
- b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c) To sell, lease or otherwise dispose of all or part of the property belonging to the charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2011;
- d) To borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2011, if they intend to mortgage land;
- e) To cooperate with other Associations, Charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- g) To acquire, merge with or enter into any partnership or joint venture arrangement with any other Association, or Charity formed for any of the Objects;
- h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- j) To obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
- k) To open and operate 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 Trustees Act 2000;

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

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

1. Is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
2. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. Resigns as a Trustee by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
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

#### **15. Proceedings of Trustees**

1. The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution
2. Any Trustee may call a meeting of the Trustees
3. The secretary must call a meeting of the Trustees if requested to do so by a Trustee
4. Questions arising at a meeting must be decided by a majority of votes
5. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
6. 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
7. The quorum shall be four.
8. A Trustee shall not be entitled to vote upon any matter in which that trustee has a personal pecuniary interest.
9. If the number of trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
10. The person elected as the Chair shall chair the meetings of the Trustees.
11. 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.
12. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
13. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
14. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

## **16. Delegation**

1. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the Terms of any such delegation must be recorded in the minute book
2. The Trustees may impose conditions when delegating, including the conditions that:
  - \* The relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - \* No expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Trustees
  - \* The Trustees may revoke or alter a delegation
  - \* All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

## **17. Minutes**

The trustees must keep minutes of all:

1. Appointments of Officers and Trustees made by the Trustees
2. Proceedings at meetings of the Association
3. Meetings of the trustees and committees of trustees including:  
The names of trustees present at the meeting  
The decisions made at the meetings and  
Where appropriate the reasons for the decisions

**Representatives of Other Grant giving Councils**

- Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Association
- The Council must give written notice to the Association of the name of its representative. Representatives do not have voting rights, but rather act in an advisory/support capacity, unless they have been elected as Officers or Trustees in their own right by the Association in general meeting.
- The organisation must give written notice to the Association of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Association. The nominee may continue to represent the organisation until written notice to the contrary is received by the Association.
- Any notice given to the Association will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Association shall not be required to consider whether the nominee has been properly appointed by the organisation.

**18. Registered Particulars**

The Trustees must notify the Financial Conduct Authority promptly of any changes to the Association’s entry on the Mutuels Public Register (Financial Conduct Authority.)

**Registered office**

The registered office of Green Community Travel Ltd shall be 21 Horse Street Chipping Sodbury Bristol

**Signatures**.....  
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