

MEMORANDUM OF ASSOCIATION

The Constitution of the “Eastbourne Hackney Taxi Association ”

Association Name and Situation

The name of the association is the “Eastbourne Hackney Taxi Association”; it will be situated within the district of “Eastbourne, East Sussex, UK.”

Objects and Powers of the Association

The objects of the association are:-

1. In keeping with the highest standards of service to the general public and with the purpose that each of its members may earn a deserved success through his or her efforts within this industry, the objects of the association are:-
 - a) To carry out important activities in the common interests of all its members
 - b) To cultivate acquaintance, fellowship, cooperation, goodwill and a professional spirit among its members, facilitate and exchange of ideas and methods, recognise and honour their exceptional services and achievements and as it may effect their interests, further the efficiency of service to the general public;
 - c) To promote the study of the service, aid in the maintenance of fair competition and advise in the enactment of just, equitable and constructive legislation;
 - d) To foster the continuity of the association, assist its members in all and every way possible and encourage the development of younger members;
 - e) To gather, organise, keep on file and diffuse information, facilitate research in all functions of the licensed hackney carriage business and acquire and maintain pertinent material thereto;
 - f) Through the proper operation of the association and integration of the creative forces at its command, to act or co act with others, especially local authorities and national government, in the improvement of the economic, social and civic values of the licensed hackney carriage trade;
 - g) To protect the vested interests of its members and secure the living standards and welfare of all who are engaged in the industry.

2. In order to achieve any of the objects above the Association may;
- a) Conduct meetings for its members
 - b) Raise funds by any means, including raising subscriptions from members, obtaining donations and grants from any persons or organisations and the holding of money raising events of any kind;
 - c) Open or operate one or more bank accounts
 - d) Invest any of the associations money that is not immediately required in such investments, securities or property as the elected committee think fit (but subject to any conditions or consents that may be imposed by law);
 - e) Employ full time and part time officers and employees and Contract for services to be provided by any person, or organisation; and pay wages, salaries and fees for any services rendered to the association and make reasonable provision for paying pensions, provision for the welfare of officers and employees and their relatives and dependants;
 - f) Engage solicitors, accountants and other professional advisers to advise and act for the association and pay the fees and expenses of such persons;
 - g) Join or cooperate with any other organisation having objects similar to or compatible with those of the association and support any such organisation (including the making of loans and grants);
 - h) Do all such things that are lawful and necessary or expedient for the promotion of the association's objects.

No Distribution of Assets

3. The associations income and property may only be used for the promotion of its objects and no part of the income or property may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member or members of the association.

Nothing in this clause shall prevent

- a) The payment in good faith of reasonable or proper remuneration to any member, officer or employee of the association for any services rendered to the association, or the reimbursement of reasonable and proper out of pocket expenses incurred by any such person;
- b) The payment in good faith of interest at a reasonable and proper rate on any money lent to the association by any member, officer or employee, or by any person, company or organisation with which any member, officer or employee is connected;
- c) The payment in good faith of reasonable and proper rent for premises demised or let to the association by any member, officer or employee or by any person, company or organisation with any which member, officer or employee is connected;

Distribution of Assets on winding up

4. If, when the association is wound up or dissolved, there remains any property whatsoever after all the debts and liabilities have been satisfied, that property may not be paid to or distributed among the members of the association, but will be transferred to some charitable institution which have objects similar to the association. Members will decide the institution at the time of dissolution.

ARTICLES OF ASSOCIATION OF Eastbourne Hackney Taxi Association

Objects

1. The association is established for the objects set out in the memorandum of association.
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Members

2.
 - a) The elected committee are the first members of the association.
 - b) Membership is open to all persons which comply with one of the classes of members specified in these articles, but no person may be admitted as a member of the association unless approved by the elected committee.
 - c) A person who wishes to become a member must deliver to the association an application form containing such information, as the elected committee require.
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Classes of Members

3. The association has the following classes of members;
 - i. Hackney Carriage Proprietors, Eastbourne hackney taxi plate holders.
 - ii. Hackney Carriage drivers will not be permitted to form more than 49% of the membership; Drivers are not permitted to vote in certain circumstances as detailed later in the articles.
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Resignation of Members

4. A member may at any time resign from membership of the association by giving written notice. Membership is not transferable to any other person or organisation. In the event of a member resigning he shall still be still responsible for paying the full subscription for me year during which me resignation takes place and in me event mat he is a fully paid up member, not entitled to any refund.

Subscriptions

5. Association meetings may make rules for the payment of joining fees and or annual subscriptions or plate levies by members. The member and the elected treasurer may decide the method of payment the member chooses.
 - a) If a member fails to pay a tee, subscription or levy as required, the elected committee may decide that the member is then no longer a member. Nothing in this article or any rule will affect the association right to recover monies owed by legal process of law.
 - b) Every member must pay the association fees, subscriptions and levies which are payable under the rules.

Annual General Meeting

6. Annual general meetings will be held in the month of August each year; the elected committee must contact members electronically within 21 days prior to the AGM advising them of such meeting. Meetings can be attended remotely and submissions made by members electronically.

Business of Annual General Meetings

7. The business of the Annual General Meeting is:
 - i. The consideration of accounts, balance sheets, report's of the elected committee.
 - ii. Any other business included in the notice calling the meeting.
 - iii. The election of the elected committee.
 - iv. Meetings can be attended remotely and submissions made by members electronically.

Extraordinary General Meetings

8. All general meetings other than the Annual General meeting and the monthly meeting will be called an Extraordinary General Meeting.
 - a) The elected committee may call Extraordinary General Meetings whenever they think fit.
 - b) Meetings can be attended remotely and submissions made by members electronically.

Member's right to requisition meetings

9. A member may call a meeting subject to the following provisos
- a) To call an extraordinary general meeting a member must do so in writing with not less than one-tenth of the voting members.
 - b) The requisition must state the purpose of the meeting and must be signed by the members serving the requisition. It must be given to a member of the elected committee.
 - c) The elected committee must within 7 days after such requisition being served, give notice to members of the extraordinary general meeting. The date of the meeting must be not more that 10 days after the requisition.
 - d) If the elected committee does not call a meeting within the specified period, the members who requisitioned may themselves call a meeting.

Notice of General Meetings

10. A notice of a general meeting must specify the date, time and place of the meeting and whether the meeting is an Annual General Meeting or an Extraordinary General Meeting.
- a) Members will be notified by post of the meeting, notices sent by post are deemed to have been delivered forty-eight hours after it was posted, unless this is proved otherwise.
 - b) A member who attends the meeting is deemed to have received notice of the meeting and its purposes whereof.
 - c) The accidental omission to give notice of a meeting to a member or a person, who has not received the notice, does not invalidate the proceedings at that meeting.

Quorum at Meetings

11. No business may be transacted at any general meeting unless a quorum is present. The quorum is one-third of the persons who are entitled to attend and vote. The persons who are entitled to vote are:
- a) Any person who has voting rights
12. The association does not permit vote by proxy.
13. If at any time a quorum isn't present the elected committee may decide to adjourn the meeting until a quorum is present.

14. In addition to the above and as a remedy to the difficulties of establishing a quorum Meetings can be attended remotely and submissions made by members electronically.

Chairing the Meeting

15. The elected chairperson will chair all general meetings at which they are present; in the absence of the elected chairman the vice chairman will chair the meeting. If no member of the committee wishes to chair the meeting, the members present will elect one of their numbers to chair the meeting.

Voting

16. A resolution put to the vote at meetings shall be deemed on a show of hands unless a poll is duly demanded.
- a) The chairperson or any two members may demand a poll. The poll must not be made later than the declaration of a result by the show of hands.
 - b) If a poll is demanded there are no set rules that will be made to apply, the chairperson may decide such at the meeting.
 - c) Voting by means of an open ballot accessible to all members, may also be conducted electronically after the call to vote is made in any meeting

~~Chairman's Casting Vote~~

17. ~~If equal votes are cast both for and against an ordinary resolution, the chairperson is entitled to a second or casting vote, in addition to the other votes they may have.~~

Written Resolutions

18. Resolutions must be sent to the elected secretary of the association prior to the issuing of notices for the meeting. The members wishing to back the resolutions, (first and second), must be prepared to discuss the resolution at the meeting. Failure to do so will lead to the resolution being dropped.

Voting Rights

19. The association policy grants one vote for each plate owned.

20. Drivers may vote on all aspects and resolutions, drivers are not however permitted to vote in areas where the elected committee may decide fit. This is generally agreed in areas such as that will affect the financial status of a proprietor.

Constitutional Voting Arrangements

21. The constitution of the association may only be changed by a two-thirds majority vote.
22. The constitution of the association may only be changed at general meetings.

Election of Committees

23. The committee is elected at general meetings.
24. At each general meeting the elected committee declare their posts vacant one at a time, the chairman is the first post declared vacant, the secretary then takes the chair for the meeting and asks members to propose a chairman, each proposer required a second, in the event of two persons being proposed the matter is put to the vote by a show of hands.
25. The secretary's post, then the treasurer's post and finally the deputy secretary's posts are each declared vacant and the election continues as set out above.
26. Committees are elected for a period of one year only.

Powers and Duties of the Elected Committee

27. The elected committee will manage the business of the association.
28. The elected committee shall carry out any resolutions made at general meetings or other meetings.
29. The elected committee may at its discretion arbitrate in disputes between association members, if both members agree.
30. The committee will not spend in excess of £100 without the prior consent of the membership of the association.

Delegation of Powers by the Committee

31. The committee may delegate their powers to sub committees set up by the association.
32. The committee may retake these powers from the sub committee at any time they see fit.

Conflicts of Interest

33. All association members and elected committee members must declare interest in items which may concern them and that they can affect by being present when the matter is discussed and vote. Failure to declare interest will lead to suspension of membership until the membership decides what action can be taken. The chairman is free to decide if such member may attend the aforesaid meeting.

Miscellaneous

34. The association is a non-profit making association.
35. The association may set up sub committees to organize various functions and association activities.

Association Policy

List your aims and objectives for your association in this area.