

**Concordia**



**Rules of the Heathrow Airport Taxi Co-Operative Ltd**

**The 'Concordia' Project**

**January 2018**



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## **Rules of the Heathrow Airport Taxi Co-Operative Ltd**

### **The 'Concordia' Project**

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## **1. Names and Registered Office**

The name of the Society shall be "Heathrow Airport Taxi Co-operative Ltd" (hereinafter referred to as "the Society") and the registered offices shall be situated at:

## **2. Objects**

The objects of the Society shall be:

- A) to carry on for the benefit of its members the business as a bona fide association of the licensed London taxi trade, and the provision of services connected with the Industry.
- B) to provide advice and assistance to members in connection with any matter relating to their occupation as licensed Cab Drivers, by way of a legal protection scheme.
- C) to publish news and information on the Society and Trade matters.
- D) to promote and market the licensed Trade.
- E) to enter into discussions and correspondence with bodies associated directly or indirectly with matters affecting members.

## **3. Affiliations**

- A) The Society shall not adopt any specific political affiliations.
- B) The Society shall not affiliate with any other organisation whose aims are in conflict with those of the Society.



## **4. Membership, Terms of Admission and Shareholding**

- A) Applications for membership of the Society will be considered by the Management Committee provided that the applicant holds a current London cab drivers license and is registered to use the Taxi Feeder Park at Heathrow Airport.
- B) Successful applicants will assume membership upon signing an undertaking to be bound by the rules of the society and on payment of the appropriate annual subscription or part thereof.
- C) Upon admission each member of the Society shall hold one share but not more than one share. Shares shall be neither transferable nor withdrawable. Shares shall be valued at £10 each and shall be issued on payment of such sum. The share value shall be forfeited upon cessation of membership for whatever reason and that share cancelled.

## **5. Cessation of Membership**

Membership shall cease:

- A) upon the expiration of two (2) months notice in writing to the Secretary stating his/her intention to cease membership or by paying for two (2) months subscription in lieu of such notice.
- B) if subscriptions in arrears by more than two (2) months, providing a notice to that effect has been sent to the members last known address advising of such arrears.
- C) upon the revocation or surrender of the members Drivers license, except in the case of ill health.
- D) if the member is expelled following a properly constituted compliance hearing in accordance with rule 19.
- E) in the event of B or C above, the Management Committee may continue a persons membership of the Society at their discretion for as long as they consider appropriate.
- F) if he/she holds office with any of our license taxi trade organisation which carries on in business in competition to Society report directly or indirectly.



## **6. Subscriptions**

- A) each member shall pay a subscription fee to be renewed annually
- B) subscription rates shall be decided by the Management Committee.
- C) should membership cease due to failure to comply with subscription roles it may only be regained by a fresh application for membership and cannot be revived by paying up overdue subscriptions at a later date.

## **7. Management Committee**

- A) The Management Committee shall consist of 10 members who will be elected at the annual general meeting.
- B) The Management Committee shall have full powers to superintend and conduct the business of the Society according to its rules, and shall in all things act for and in the name of the Society.  
All matters shall be decided by a majority of votes, and if the votes are equal the Chair shall have a casting vote in addition to his vote as a member. Any (3) three of the Management Committee may call a Special Meeting, by giving fourteen clear days notice in writing to the Secretary, but at such Special Meeting no other business than that specified in the notice shall be taken into consideration.
- C) The Management Committee may appoint up to two (2) appointment holders who may attend Management Committee meetings but shall not have a vote in the proceedings. Such appointment holders shall continue in office until the next Annual General Meeting at the discretion of the Management Committee.
- D) Nominations for the Management Committee must be received in writing, by the secretary, not later than the closing date specified in the notice of the Annual General Meeting. Each candidate must be proposed and seconded, and agree to the nomination.
- E) Nominees must have completed 12 months continuous membership prior to the annual general meeting.
- F) Nominees, proposers and seconders must be fully paid up members in accordance with rule six.
- G) Voting for candidates to the Management Committee shall be by ballot at the AGM, amongst the members present and entitled to vote.



- H) No paid employee of the Society, their spouse, or their adult offspring shall be members of the Management Committee.
- I) A member of the Management Committee shall not use his/her position for personal gain or favour, other than the receipt of ordinary authorised payments for expenses or time spent on Society business.

## **8. Officers**

- A) The Society shall have the following officers: i) A Chair ii) A Vice-Chair iii) A Secretary iv) A Treasurer.
- B) The Chair (or in his absence the Vice-Chair), will preside over all meetings of the Management Committee, the AGM, EGM or any other General Meetings of members. In the event that both the Chair and Vice-Chair be absent the Management Committee will appoint an acting Chair from amongst themselves for that specific Meeting.
- C) The Secretary will provide minutes of all the Meetings of the Management Committee, AGM, EGM or any other General Meetings of members. The Secretary will also carry out correspondence on behalf of the Society and give due notice of all Meetings.
- D) The Treasurer will maintain records of all financial transactions; receive subscriptions and other revenue; make payments on behalf of the Society and be responsible for the preparation of the annual accounts of the Society and arrange for the audit of those accounts.
- E) Officers shall have served at least one full year as a Management Committee member.
- F) Officers shall be elected by the Management Committee from amongst themselves at its first meeting following the AGM.
- G) An officer may be relieved of his post by a majority of two at a properly constituted Management Committee meeting.
- H) Should a vacancy for an officer occur for whatever reason the Management Committee may appoint another, from amongst its own, to act until the next AGM.

## **9. Disqualification of Management Committee Members**

A Management Committee member shall be deemed to have vacated his/her office if he/she:



- A) becomes bankrupt makes any arrangement composition with his/her creditors generally.
- B) ceases to be a member of the society.
- C) becomes of unsound mind.
- D) is directly or indirectly interested in any contract with the society and failed to declare the nature of his/her interest.
- E) is absent from three consecutive committee meetings without an excuse acceptable to the committee.

## **10. Sub-Committees**

- A) The Management Committee may appoint Sub-Committees as may be required.
- B) All such Sub-committees may comprise members of the Management Committee and ordinary members in any numbers except the Chair of a Sub-Committee shall always be an elected member of the Management Committee.
- C) The Chair of a Sub-Committee will be responsible for reporting regularly to the Management Committee on the activities of the Sub-Committee and ensuring that the Sub-Committee remains within the remit given to it by the Management Committee.
- D) The Secretary shall Keep a list of Sub-Committees, members thereof and the purpose and authority of each Sub-Committee.

## **11. Co-opted members of the Management Committee**

The Management Committee within nine months of the last AGM may co-opt a member onto the Management Committee only if there are insufficient elected members to form a full Committee. The co-opted member shall serve until the next AGM where he/she shall be eligible for election.

## **12. Payments – Remuneration**

- A) Issue of Bank Transfers/Cheques:  
Bank Transfers/Cheques shall be issued by the Treasurer and countersigned by two (2) other authorised officers of the society.



B) Out of pocket expenses: reasonable out of pocket expenses may only be paid to members when incurred on Society business and when previously authorised by the Management Committee.

C) Other payments to members:

- i) Payments for lost time incurred by members in pursuance of Society business may be made at the discretion of the Management Committee and at a rate determined by majority vote of members from time to time at General Meetings.
- ii) Any other payments to members or nonmembers will be on an ex-gratia basis at the discretion of the Management Committee, and all such payments are to be individually identified on the Annual Accounts.

## **13. Application of Profits**

The society shall not operate profit; any surplus accrued shall be applied in such proportion and in such manner as an AGM shall decide, in order to further the Objects of the Society.

## **14. Trading**

- A) Any commercial trading engaged in by the Society, shall be for the general good of the membership.
- B) No individual member may seek commercial profit from their membership of the Society.

## **15. Audit**

- A) The society shall once in every year submit its accounts for audit to a qualified auditor. For the purpose of this role qualified auditor means a person who is qualified as a 'qualified auditor' under Section 7 of the Friendly Industrial and Provident Society's act 1968.
- B) none of the following persons shall be appointed as auditor of the Society:
  - i) An Officer or Servant of the Society.
  - ii) A person who is a partner of, or in the employment of, or who employs, an Officer or Servant of the Society; or



iii) A body corporate.

C) The Societies Auditors shall have access to all the books, deeds, documents and accounts of the Society, and shall examine the balance sheet and revenue account of the Society and verify them with the books deeds, documents, accounts and vouchers relating to them and shall sign them as found to be correct duly vouched and in accordance with law.

D) The Auditors shall, in accordance with section 9 of the Friendly and Industrial & Provident Societies Act of 1968, make a report to the Society on the accounts examined by them, and on the revenue account, or accounts, and the balance sheet of the Society for the year of accounts in respect of which they are appointed.

E) Appointment of an Auditor shall be made by resolution of a General Meeting of the Society.

F) A qualified auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of accounts shall be reappointed as auditor of the Society for the current year of accounts unless:

- i) A resolution has been passed at a General Meeting of the Society appointing somebody instead or providing expressly that they shall not be reappointed, or
- ii) He has given to the Society notice in writing of his unwillingness to be reappointed, or
- iii) He is ineligible for appointment as auditor of the Society for the current year of accounts, or
- iv) He has ceased to act as auditor of the society by reason of incapacity; Provided that, when notice is given of unintended resolution to appoint some person or persons in place of a retiring auditor and the resolution cannot be proceeded with the meeting because of the death or incapacity of that person or persons or because he/she or they are ineligible for appointment as auditor or auditors of the Society for the current year of accounts (as the case may be) the retiring Auditor shall not be automatically reappointed.

## 16. Seal



The Society shall have a Seal with its name engraved in legible characters which shall be kept in the custody of the Secretary or any other Officer appointed by the Management Committee. The Seal shall only be used by the authority of a General Meeting and attested by the signatures of two members and the Secretary for the time being.

## **17. Balance Sheet**

- A) The Society shall not publish any balance sheet which has not been previously audited by the Society's Auditor and any copy of a balance sheet shall include the report thereon by the Auditor.
- B) The Society shall keep a copy of its latest balance sheet together with the Auditors report thereon, hung up at all times in a conspicuous position at the registered office of the Society.
- C) A copy of any balance sheet published by the Society together with any report thereon by the Society's Auditor shall be provided, free of charge for each member, at least 14 days prior to any Annual General Meeting at which said balance sheet is to be presented to the member.

## **18. Annual Return**

Not later than the date provided by the Act in each year, the Secretary shall send to the Financial Conduct Authority (FCA) the Annual Return in the form prescribed by the FCA related to its affairs for the period required by the Act to be included in the return together with:

- A) a copy of the report of the Auditor on the Society's Accounts for the period included in the return; and
- B) a copy of each balance sheet made during that period and of any reports of the Auditor on the balance sheet.

## **19. Conduct and Discipline**

- A) Any member who contravenes the rules of the society, or by his/her actions prejudices the interests of the Society, shall appear before a Disciplinary Committee.

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B) If, in the view of the Management Committee, a breach of the rules or action prejudicial has taken place sufficient to warrant disciplinary procedure against the member, then:

i) The Secretary shall write to the member giving details of the complaint and inviting a reply.

ii) If after (21) twenty one days the member has not replied or provided a reply, which in the opinion of the Management Committee requires further action, the Management Committee may decide to convene a disciplinary hearing.

iii) The member will receive at least (21) twenty one days written notice of such a hearing and will be supplied with particulars of the complaint against him/her.

iv) The member will be invited to attend, bring witnesses and having attendance a representative if required.

v) A Disciplinary Committee shall consist of five ordinary members, randomly drawn from a pool of 12 members who are prepared to serve.

vi) A member of the Management Committee shall present the case on behalf of the Society.

vii) Members of the Disciplinary Committee will elect a Chair from amongst themselves.

viii) The Management Committee will appoint a Minute Secretary from amongst themselves who will record the proceedings and take no other part in the Meeting.

ix) A member has the right of Appeal against any decision made by a Disciplinary Committee. Such Appeal must be made in writing to the Secretary within 28 days of the decision and the member may state his case at the next Annual General Meeting whose decision shall be final.

## **20. Meetings**

A) The Management Committee may call an Ordinary General Meeting at any time.

B) No changes to the rules may be made at an Ordinary General Meeting.

C) The Secretary will be responsible for informing all members of the date, time and place of the particular meeting according to the manner determined by the type of Meeting.



- D) Seven days notice of every General Meeting, stating the business to be discussed at such Meeting shall be given to every member in writing, left at or posted to his last known address. No other business than that stated shall be brought before the Meeting.
- E) A quorum for an Ordinary General Meeting shall be 15 % of the membership.
- F) All voting will be on the basis of; (1) One member, (1) One vote, by the members present and entitled to vote. In all cases where the votes are equal the presiding Officer shall have an additional or casting vote.

## **21. Annual General Meeting**

- A) An Annual General Meeting of the membership must be held no less than nine months, and not more than 15 months after the preceding AGM. The business of which will include: i) Report from the Chair. ii) Accountant's Report. iii) Resolutions. iv) Election of the Disciplinary Committee. v) Election of Management Committee. vi) Election speeches addressing Members by Candidates. vii) Appeals against Disciplinary Committee decisions. viii) Any Other Business (AOB).
- B) The Secretary will be responsible for informing all members of the date, time and place of the AGM no less than 28 days prior to the meeting.
- C) The quorum shall be 50 members or 15% of the membership which ever is the lesser. If a quorum is not achieved the AGM shall be adjourned and a new date set within 28 days.
- D) Voting shall be by a show of hands except for the election of the Management Committee members, which shall be by ballot.

## **22. Extraordinary General Meetings**

An Extraordinary General Meeting may be called:

- A) By the Management Committee at any time, or
- B) Upon a written request received by the Secretary signed by at least 20% of the membership requesting such a meeting. The secretary must convene such a meeting within 21 days of receiving such a request. Should the secretary fail within 21 days to convene the request-



ted EGM, the requisitioners may convene in accordance with rule 20 (D).

## **23. Management Committee Meetings**

- A) The Management Committee shall meet at least 10 times a year on such days and times as may be agreed.
- B) At the end of each Meeting the date, time and place of the next Meeting shall be set.
- C) Any seven (7) shall form a quorum and must comprise five Committee Members and two (2) Officers.

## **24. Rule changes – interpretation of rules**

- A) Any proposal to introduce, amend, or repeal a rule of the club must be put at an AGM or EGM of the club.
- B) Any proposal shall be carried by simple majority by a show of hands.
- C) Any proposal to introduce, amend, or repeal a rule of the club must be proposed and seconded and lodged with the Secretary prior to the AGM or EGM no later than the closing date specified in the notice of the meeting.
- D) The secretary shall include H such proposal in the advice to members of the next AGM or EGM and in the in the agenda thereto.
- E) The Management Committee shall determine the interpretation of these rules and may rule for any occurrence not otherwise provided for in these rules.
- F) No new rule or amendment of rule shall be valid until registered with the FCA.

## **25. Confidentiality**

- A) details of individual members shall not under any circumstances be disclosed to any person not directly involved with the Management of the Society.
- B) Records of members shall include only such information as is required for the day-to-day administration of the Society is in accordance with the Industrial and Provident Society's Act 1965.



## **26. Borrowing Powers**

The Management Committee may obtain advances of money from members and other sources for the purposes of the Society and may secure the repayment thereof by mortgages or charges on any of the Society's property. The total amount of money borrowed shall not exceed the sum of £250,000. The terms of repayment, and any other conditions of such advances shall be determined by the Management Committee from time to time. The rates of interest agreed to be paid other than advances on bank overdraft and loan secured by mortgages shall not exceed 1% per annum above the Bank base lending rate of 5% per annum which ever is the higher. The Society shall not receive money on deposit. No member, shall be permitted to borrow any of the funds of the Society.

## **27. Investment of funds**

Any money not required for immediate use or to meet the accruing liability of the Society, shall be invested by the Management Committee, to further the aims of the Society in any manner as provided by section 31 of the Industrial and Provident Societies Act 1965.

## **28. Copies of the rules**

All members shall receive a copy of the rules upon joining. The rules will be available for inspection during office hours. It shall be the duty of the management committee to provide the secretary with sufficient copies of the rules which may be obtained on demand for the sum of £1.

## **29. Dissolution**

- A) The Society may be dissolved at any time with the agreement of not less than 75% of the membership testify by their signatures to an instrument of dissolution as defined in section 58 of the Industrial and Provident Society's Act 1965.
- B) In the events of the Society being dissolved the Management Committee shall appoint trustees who will realise any assets of the Society,



discharge any liabilities outstanding and distribute any remaining monies equally among the members. Any monies not so distributed shall be given for charitable purposes.

## **30. Inspection of Books**

The Society shall keep at its registered office a register of members and enter therein the following particulars:

- A) The names and addresses of the members;
- B) A statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member;
- C) A statement of other property in the Society, whether in loans, deposit or otherwise, held by each member;
- D) The date at which each person was entered in the register as a member, and the date that any person ceased to be a member;
- E) The names and addresses of the Officers of the Society with the Offices held by them respectively, and the dates which they assumed Office.

The register should be so constructed so that it is possible to open to inspection the particulars therein other than the particulars entered under clause (B) or (C) of this rule. All members must notify the Society of any change of address as soon as is practicable.

Any member or any other person having an interest in the affairs of the Society, by giving at least 24 hours notice in writing, shall be allowed to examine the books at any reasonable hour.

## **31. Proceedings on Death or Bankruptcy**

Upon a claim being made by the personal representative 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 representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them. A member may, in accordance with the Industrial and Provident Societies Act, nominate



any person or persons to whom any of his/her property in the Society at the time of his/her death shall be transferred by such nomination shall only be valid to the extent of the amount for the time being provided in the said Act. On receiving satisfactory proof of death of a member who is made a nomination the Management Committee shall in accordance with the Act, either transfer or pay the full value of the property comprising the nomination to the person entitled thereunder.

## **32. Statutory Applications to the Financial Conduct Authority (FCA)**

Any (10) Ten members of the Society, each of whom has been a member of the Society for not less than 12 months immediately preceding the date of the application, may apply to the FCA in the form prescribed by the Act to appoint an accountant or actuary to inspect the books of the Society and to report thereon, pursuant to section 47 (1) of the Industrial and Provident Societies Act 1965.

Upon the application of one 10th of the whole number of members of the society or, in the case of a society with more than 1000 members, of 100 of those members the Financial Conduct Authority may, with the consent of the Treasury;

- A) Appoint an inspector, or inspectors, to examine into and report on, the affairs of the Society; or
- B) Call a Special Meeting of the Society pursuant to section 49 (1) of the Industrial Provident Societies Act 1965.

Concordia: is the Latin word for "harmony."

# Concordia



Literally means "with (one) heart."

