

# ARTICLES

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# CONSTITUTION

First approved and adopted by the Members present at the Annual General Meeting held on 6<sup>th</sup> March 1983

Amended by Members present at the Annual General Meeting held on 27<sup>th</sup> March 1986

Re-written accepted and adopted by Members present at the Annual general meeting held on 25<sup>th</sup> March 1993

Re-written June 2009.

Amended by Members present at the Annual General Meeting held on 10<sup>th</sup> March 2010

## **INTERPRETATION**

In this constitution the following expressions have the meanings assigned to them, as follows, unless the context demands a different or wider interpretation.

Any words importing the masculine include the feminine, and any words importing the singular include the plural, and vice versa.

“Association”	Means Blackpool & District Approved Driving Instructors Association.
“ADINJC”	Means Approved Driving Instructors National Joint Council.
“Driving School”	Means a place at which driving instruction is given by one or more Persons.
“DSA”	Means Driving Standards Agency
“Financial year”	Means 1 <sup>st</sup> January to 31 <sup>st</sup> December
“Quorum”	Means a fixed number of Members that must be present to make proceedings valid.

**1. Name and Address**

The name of the association is **BLACKPOOL AND DISTRICT APPROVED DRIVING INSTRUCTORS ASSOCIATION.**

The administrative office and telephone number is that of the Secretary.

**2. Principal Purpose.**

[a] To promote unity among Approved Driving Instructors and to offer assistance to a fellow Member during illness or unforeseen circumstances.

[b] To keep the Membership informed of all new legislation about the industry.

[c] To create a recognised forum for debate and discussion of all matters affecting the industry

[d] To contribute to the development of road safety.

[e] To be represented in negotiation with the DSA (Driving Standards Agency) by being Members of the ADINJC (Approved Driving Instructors National Joint Council)

### **3. Membership**

**(1)** Membership is open to all Approved Driving Instructors, registered with the Driving Standards Agency, and all Trainee Licence holders.

**(2)** An unregistered person involved in the management of a Driving School may also be admitted into Membership at the discretion of the Committee of Management.

**(3)** The Committee of Management may refuse Membership to any person and shall not be required to give a reason for its decision.

**(4)** Each Member shall pay an Annual Subscription which amount is decided by the Membership at its Annual General Meeting.

This shall fall due on the 1<sup>st</sup> of January and be payable on demand. On joining on a date subsequent to the 1<sup>st</sup> of Jan, the subscription for the remainder of the year to the 31<sup>st</sup> December shall be reduced by one twelfth for each month which has elapsed.

**(5)** To protect the interests of Members a Prospective Member must not have a School Name (or Trading Name) which is the same or very similar to that of an existing Member.

A Member must not change their School Name (or Trading Name) to one which is the same or very similar to that of another Member without the agreement of that Member.

In any case of a dispute about a clash of School Name (or Trading Name) the Committee of Management will arbitrate between the parties involved, the decision of the Committee of Management will be final.

**(6)** The Committee of Management may at its discretion co-op to its meetings members to act in an advisory capacity only in respect of matters regarding which such

members possess special knowledge or competence. Such Members shall be without voting powers and shall not speak on any matter other than that for which they have been co-opted.

#### **4. Termination of Membership.**

(1) A Member may resign at any time by giving notice of resignation.

(2) Where a Member fails to pay the subscription demanded within three months of the due date, Membership shall at the discretion of the Committee of Management be forfeited and no further correspondence entered into.

(3) A person co-opted to act in an advisory capacity may resign by giving one months notice.

(4) If the conduct of a Member is considered by the Committee of management to be discreditable or vexatious the Committee may propose a motion in General Meeting that the Member be expelled.

If the motion is agreed by a majority of the Members present the decision to expel the Member shall take immediate effect.

#### **5. Honorary Members**

A Member, who is terminating registration with the Driving Standards Agency by reason of age or ill health, may be granted Honorary Life Membership by the majority of votes of the Members present at a General Meeting or Annual General Meeting.

## **6. Management**

**(1)** Management shall be vested in a Committee of management consisting of Chairman, Vice Chairman, Secretary, Treasurer and three other Members, all of whom shall be elected at an Annual General Meeting.

They shall retire at the next Annual General Meeting and be eligible for re-election.

They shall undertake the day-to-day business of the affairs of the Association and for this purpose shall meet at such intervals as they decide. The quorum of these meetings shall be three.

**(2)** In the event of a resignation or death in office the Committee of Management shall have the power to appoint an Officer or Committee Member to act for the duration of the period until the next Annual General Meeting

**(3)** Subject to the rules of the ADINJC the names of two representatives of the Committee of Management, of whom the Secretary shall be one, will be notified to the Secretary of the ADINJC for the purpose of attending their General Meetings and have one vote thereat.

This vote shall represent the Associations views and be cast by the representative whose name for this purpose has been notified to the secretary of the council.



**7. Minutes**

The Minutes will be recorded of the proceedings at Committee of Management and General Meetings.

Any such minutes of any meeting, if purporting to be signed by the chairman of that meeting or by the chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

**8. Duties of Secretary**

The Secretary shall act under the direction of the Committee of Management and be responsible for the conduct of the business of the Association in consultation with the Chairman.

He shall maintain adequate records of the proceedings and decisions made at all Committee of Management Meetings, General Meetings, Annual General Meeting and Extraordinary General Meetings.

## **9. Duties of the Treasurer**

**(1)** The Treasurer shall act under the direction of the Committee of Management and be responsible for keeping proper books of accounts showing all sums of money received and expended.

He will collect subscriptions from which he will meet the administrative expenses of the Association.

The books will record a true and fair view of the state of affairs of the Association and explain its transactions.

At the end of each financial year the correctness of the Accounts shall be ascertained by two appointed auditors.

**(2)** The banking accounts shall be in the name of the Association all cheques drawn shall be signed by any two from the Chairman, Secretary and Treasurer whose names and signatures shall be furnished to the bank of building society where the account is kept.

**(3)** He shall decide when to invest any monies which he may consider surplus to the requirements and needs of the Association.

For this purpose an investment account shall be maintained.

## **10. Accounts**

**(1)** The financial year shall be the calendar year 1<sup>st</sup> January to 31<sup>st</sup> December.

Administrative expenses of the Association shall be met from Subscriptions and any other monies received.

The Committee of Management and the Auditors shall be paid any reasonable expenses incurred whilst acting in a representative capacity on behalf of the association, but no expenditure shall be incurred except with the authority of the Committee of management.

**(2)** So much of the monies which may be considered surplus to requirements and the needs of the Association shall be invested by the Treasurer.

**(3)** Books of account will be kept in the possession of the Treasurer and shall be open for inspection by any Member at all reasonable time.

**(4)** At the Annual General Meeting the Treasurer will produce a statement of account for the period since the last preceding account made up to the end of the financial year and examined by two auditors who shall be ADIs elected by the Membership at the previous General Meeting

## **11. General Meetings**

(1) General Meetings shall be held at such intervals as the Committee of Management decides. Where possible the Meetings will be held on different days of the week to give all Members an opportunity to be present at a meeting.

(2) A copy of the agenda will be supplied to each member in advance of the meeting date.

(3) A copy of the minutes of each meeting shall be distributed to each Member, and if agreed by the Members present at a subsequent meeting, the Chairman will sign and certify them as a true and correct record of the proceedings. This will be sufficient evidence of the facts stated therein.

## **12. Annual General Meeting**

(1) An Annual General Meeting shall be held within three months of the end of the financial year and a notice publicised, giving not less than twenty-eight days notice of the date, time and place.

(2) The purpose of this meeting shall be:-

[a] To consider and if appropriate approve the minutes of the preceding Annual General Meeting

[b] To receive from every sub-committee appointed by or under the authority of the Committee of Management and, if appropriate, approve a report of its proceedings since the preceding AGM

[c] To receive and if appropriate, accept a balance sheet or interim balance sheet and statement of account.

[d] To elect the Honorary officers and the Chairman, Vice Chairman and members of the Committee of Management.

[e] To consider any motion which may be duly submitted to the meeting as hereinafter provided.

[f] Members unable to attend will be entitled to a proxy vote which must be submitted, in writing to the Secretary to arrive at least forty-eight hours prior to the time of the meeting.

[g] The quorum shall be ten. If a quorum is not present within forty-five minutes of the declared time of the meeting, the meeting shall be cancelled and another convened at a later date.

[h] Nominations for officers and committee members and notice of motions (which must contain precise wording) or amendment to the articles of the constitution must be received by the Secretary at least twenty-one days prior to the date of the meeting.

In the absence of nominations being so received, then nominations will be accepted at the meeting.

Nominations must be signed by a proposer and seconder and include the written consent of the nominee to serve if elected.

[I] Copies of the agenda, committee of management report, statement of account, auditors' report and details of nominations and motions received will be supplied to each member at least fourteen days prior to the date of the meeting.

### **13 Extraordinary General Meeting.**

(1) An Extraordinary General Meeting may be convened at any time by either the Committee of Management or by request of one-third of the paid up members or by applying in writing, to the Secretary, stating the purpose for which the meeting is to be held. The meeting shall be publicised at least fourteen days before the date of the meeting, starting time, date and place and the purpose for which the meeting is being held. No other business will be transacted.

(2) Members unable to attend will be entitled to a proxy vote which must be submitted, in writing to the Secretary to arrive at least forty-eight hours prior to the time of the meeting. The proxy will abstain or vote at their discretion.

### **14 Voting**

Voting at a meeting shall normally be by show of hands but a secret ballot may be taken if the members present decide, In either case, each paid up member shall have one vote to be cast in person or subject to the provisions of article 12[f] and 13[b] by proxy

In the event of an equality of votes, whether on show of hands or a secret ballot, the Chairman shall have a second or casting vote.

**15 Honoraria**

An Honorarium may be granted to the Secretary and Treasurer, the amount of each to be decided by the Members present at each Annual General Meeting.

**16 Amendment**

These Constitutions may only be added to, altered or rescinded at an Annual or Extraordinary General Meeting. A motion specifying the proposed amendment must be given to the Secretary, in writing, not less than twenty-one days prior to the date of the meeting and included in the agenda. The motion will fail unless approved by a majority of not less than three-quarters of the members present and entitled to vote.

**17 Interpretation**

The Committee of Management shall be the sole authority for the interpretation of these Constitutions.

**18 Coming into force**

This constitution may be submitted for approval by resolution at the AGM to be held on 25<sup>th</sup> March 1993

On approval at such meeting by a majority of the votes of the paid up Members present and entitled to vote, the constitution shall come into force immediately and shall supersede any previous constitution.

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### **Dissolution**

[a] Dissolution of the Association may be activated at any General Meeting by introducing a motion “That the Association be dissolved”. If this is approved by a majority of the paid up Members present and entitled to vote, a Special General Meeting will be arranged.

[b] The Secretary shall serve not less than twelve weeks notice of the Special General Meeting specifying, time and place of meeting.

The notice shall state that the meeting is called to consider the motion “That the Association be dissolved”.

At the meeting the Treasurer shall present a financial statement for the period since the last preceding account up to the date of the meeting, specifying all debtors and creditors.

A vote shall be taken and the motion shall be deemed to be lost unless it has been approved by three quarters of the paid up Members present and entitled to vote.

[c] If the motion is approved, the date of the dissolution shall be one month following the date of the meeting.

After payment of all known debts and those arising between the date of the meeting and the date of dissolution, the disposal of the assets will be, as discussed and agreed by the Members present and entitled to vote.

[d] On the effective date of dissolution the Treasurer shall, after settling all outstanding debts, if any, distribute the assets as agreed, and produce a final financial statement.