

The
CONSTITUTION
of
Guernsey's

BUS USERS' GROUP

13a North Plantation
St. Peter Port
Guernsey GY1 2LH
Channel Islands

www.bug.gg¹

¹ = website under construction at the time of signing

**The Constitution of Guernsey's
BUS USERS' GROUP**

1. NAME

The Charity shall be named the "Bus Users' Group" ("BUG", "the Charity").

2 LEGAL STATUS

BUG shall be an Unincorporated Charitable Association registered as a charity in Guernsey.

2. OBJECTS

BUG shall exist to increase the use of public bus transport in Guernsey by voluntary means.

3 FOUNDING PRINCIPLES

BUG shall be

- Independent
- Broad-based
- Constructive
- Voluntary

and shall act with intelligence, decency and a sense of fun;

3.1 "Independent" means funded by (without limitation) foundations, businesses and individuals, chiefly from the Channel Islands, who see a community benefit in the Charity's objects, for example voluntarily to offset some of their carbon footprint. It means representing all Guernsey bus users, not the responsible government department or a bus operator;

3.2 "Broad-based" means having no membership fee, other than presentation of a bus ticket receipt as described in Article 4.2; being open to all Guernsey residents; being moderate, consensual, gradualist, and peaceful; using Guernsey's buses as much as we comfortably can, and wishing to encourage others to do so;

"Constructive" means being positive about the opportunities for Guernsey buses; original and creative in our approach to broadening bus appeal; pragmatic about the short-term, on the lookout for "quick wins"; and ambitious for the long-term;

"Voluntary" means being managed by members whose time is given for free. While BUG may employ secretarial and technical staff where a positive funding position permits, and these staff may become members, they may not be elected to the Committee, as described in Article 8.2, while they are employed by the Charity.

4 MEMBERSHIP

- 4.1 BUG membership shall be open to any Guernsey resident who follows the application procedure as set out in Article 4.2 and accepts the Founding Principles, and all other Articles as may from time be amended in accordance with Article 12;
- 4.2 Application for membership shall be made into the Charity's database using the form available on the www.bug.gg website. At the Committee's discretion, BUG volunteers and staff may assist individual applicants who have no email or internet connection to complete their application offline, including issuing a password of their choice. Membership applicants must provide an email address and personal password (or, failing this, their home address), their name, date of birth, gender, Guernsey postcode, and primary bus route. Members' details will be kept strictly confidential to the extent permitted by Guernsey data protection legislation. By applying for membership, Members agree that BUG and its agents may store their personal information electronically;
- 4.3 The successful applicant shall be deemed to have obtained membership once their application and password have been confirmed by the website or the Membership Secretary;
- 4.4 There shall be three classes of membership
 - 4.4.1 Ordinary Membership (for individuals);
 - 4.4.2 Honorary Membership (for individuals);
 - 4.4.3 Corporate Membership (for organisations);
- 4.5 Ordinary Members' rights shall include but not be limited to the right to receive notices of meetings via email and attend and participate in meetings of the Members;
- 4.6 An Ordinary Member of BUG may at the discretion of a majority of the Committee be offered Honorary Membership;
- 4.7 Honorary Members shall have all rights associated with ordinary membership of the charity. Additionally, Honorary Members may attend, and if the chairman so permits speak, but not vote at meetings of the Committee;
- 4.8 At the discretion of the Committee, companies and other organisations which donate money to BUG may become Corporate Members. Corporate Members' rights shall include but not be limited to the right to receive notices of meetings via email and send one representative to attend meetings of the Members. That representative may vote at meetings of the members;
- 4.9 Applicants for all classes of Membership agree to support the objectives of BUG and to abide by the Constitution, bylaws and rules of the charity;

- 4.10 Members shall be required to keep their personal details up to date on the database;
- 4.11 There shall be no charge for Ordinary or Honorary Membership. The subscription for Corporate Membership shall be set as described below in 7.16.1;
- 4.12 The Membership Secretary, in consultation with the Committee shall have the right to decline membership of the charity to any individual without assigning any reason within one month of registration.

5 RETIREMENT AND DISQUALIFICATION OF MEMBERS

- 5.1 Any Member of the Charity desiring to resign his or her membership shall signify such desire by email to the Membership Secretary. The Member's name shall then be removed from the Members Register. Membership shall cease as soon as the Member's name is removed from the Members Register;
- 5.2 The Committee shall be entitled to suspend or disqualify from membership any Member whose conduct has proved, or is believed by the Committee likely to prove, prejudicial to the good standing of BUG; or to the attainment of its objectives; or who has broken any rule/s of the Charity; or who has broken any code of conduct of the Charity in force from time to time;
- 5.3 If any Member is convicted on indictment of any criminal offence they shall ipso facto cease to be a Member the Charity. Any person so ceasing to be a Member may be re-admitted to membership by the Committee at its discretion;
- 5.4 General powers of suspension are vested in the Committee. Any Member of the Charity may be suspended from membership upon the passing of an Extraordinary Resolution at a meeting of the Committee, which said Extraordinary Resolution shall also determine the duration of such suspension;
- 5.5 Without prejudice to the generality of Article 5.4 the Charity may from time to time issue guidance or directions with regard to compliance with Article 5.4.

6 GENERAL MEETINGS

- 6.1 BUG shall in June of each year hold an Annual General Meeting of its members, and shall specify the meeting as such in notices calling it;
- 6.2 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings;
- 6.3 The Committee may, whenever it thinks fit, and shall, on requisition

made in writing in accordance with the Statutes, convene an Extraordinary General Meeting;

- 6.4 Members may requisition the Committee to call a Meeting by a petition signed by at least one fifth of the membership, stating the object of the meeting and the terms of any special or extraordinary Resolution to be proposed there;
- 6.5 On the receipt of such requisition the Committee shall immediately proceed to convene a General Meeting; if it does not proceed to convene a meeting within 8 weeks from the date of receipt of the requisition a majority of Committee members may themselves convene a meeting;
- 6.6 At least 30 days before every Annual General Meeting, notice specifying the place, the day and hour of the meeting, an Agenda for the Annual General Meeting shall be sent by email to each Member or in such other manner, if any, as may be prescribed by the Committee, but the accidental omission to give such notice to, or the non-receipt of such notice by, any Member shall not invalidate the proceedings at any General Meeting;
- 6.7 At least 14 days before any Extraordinary General Meeting, notice specifying the place, the day and hour of the meeting, together with an Agenda of the Extraordinary General Meeting shall be sent by email to each Member or in such other manner, if any, as may be prescribed by the Committee, but the accidental omission to give such notice to, or the non-receipt of such notice by, any Member shall not invalidate the proceedings at any Extraordinary General Meeting;
- 6.8 Subject as provided above, to be accepted as an item of business at an Annual General Meeting of the Charity a motion shall:-
 - 6.8.1 be submitted in writing to the Co-ordinator of the Charity;
 - 6.8.2 not less than 21 days before the due date of the meeting;
 - 6.8.3 by any Member of the Charity;
- 6.9 No business shall be considered at an Extraordinary General Meeting other than that contained in the Agenda for the meeting;
- 6.10 Amendments to items of business may be proposed following the same procedures as set out in Article 6.8 save that proposed amendments must be received by the Charity at least 7 days prior to the meeting.

7 PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any General Meeting unless a quorum of not less than one-twentieth of the Voting Members is present at the commencement of such business;
- 7.2 Voting shall be by show of hands unless one-fifth of those members present request the ballot be in secret;
- 7.3 All business of BUG at a General Meeting shall be made by Resolution unless a Special Resolution shall be required as stipulated by any of the terms of these Articles;
- 7.4 Subject to the provisions of the Articles contained herein, all business requiring a Special Resolution of the Charity must obtain a 75% majority of those voting, including proxy votes (abstentions not included) in order to be carried. Any business requiring an Ordinary Resolution of the Charity must obtain a simple majority of those voting, including proxy votes (abstentions not included);
- 7.5 At any General Meeting the chairman may appoint two scrutineers from those present, whose function shall be to count the votes, whether the votes are cast in secret or not, and to organise secret ballots should the same have been requested in accordance with the procedure outlined in Article 7.2 above;
- 7.6 If within half an hour from 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 to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present, the meeting shall stand dissolved;
- 7.7 The Co-ordinator, or in his/her absence, the Treasurer of the Charity shall preside as chairman at every General Meeting of BUG;
- 7.8 If neither the Co-ordinator nor the Treasurer are present at the time of holding a meeting the Members present shall choose someone of their number to chair the meeting;
- 7.9 The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place (consent shall be defined by a simple majority vote);
- 7.10 At any General Meeting, a declaration by the chairman that a Resolution has been carried or lost, and any entry to that effect in the minute book of the Charity shall be conclusive evidence of that fact;
- 7.11 Upon a poll votes may be given personally or by proxy and it shall not be necessary for a proxy to be entitled to attend the meeting in his

own right. Deposit of an instrument of proxy shall not preclude a Member from attending and voting at the meeting or any adjournment thereof;

7.12 Every instrument appointing a proxy shall be submitted by email under the hand of the appointer to the Charity's website at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof;

7.13 Every instrument of proxy whether for a specified meeting or otherwise, shall, as nearly as circumstances will admit, be in the form or to the effect following:-

I Member number
being a Member of the Bus Users' Group
hereby appoint:
Member number.....
or failing him.....
Member number.....
as my proxy to vote for me and on my behalf on the taking of a poll at the ordinary or extraordinary (as the case may be) general meeting of the Charity to be held on the [] day of [] and any adjournment thereof.

As witness under my email this [] day of [];

7.14 Any Corporate Member may authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or organisation which he represents as that corporation or organisation could exercise if it were an individual Member;

7.15 If at any meeting of the Charity, more than one person submits that he is authorised to act as the representative of a Corporate Member, such person shall submit to the chairman (who shall in such event be elected by the remaining Members present) written proof of their authority to represent such corporation or organisation. The chairman may, if satisfied that he is able to do so on the written proof submitted, determine which person shall be entitled to represent the corporation or organisation at the meeting. If the chairman believes he is unable to make such determination without further delay, he shall advise the meeting accordingly whereupon such Corporate Member shall be disqualified from voting at the meeting or any adjournment thereof.

7.16 Proceedings Specific to Annual General Meetings

7.16.1 Business that is transacted at an Annual General Meeting shall include the laying before the meeting of the unaudited accounts and any documents annexed to them, the reports of

the Treasurer, Membership Secretary, and of any other Officers and from such Sub-Committees as are appropriate, the election of Officers in the place of those retiring and the determination of the amount of any Corporate Membership Subscriptions, in addition to any other business usually brought forward;

7.16.2 Business other than that on the Agenda for an Annual General Meeting ('any other business') may be considered at the meeting at the discretion of the chairman. No Resolution of the Charity shall be voted on or passed on any matter raised as 'any other business';

7.16.3 Alterations or additions to the Articles of the Charity shall only be considered at an Annual General Meeting of BUG. The proposed alterations to the Articles shall be made in writing and submitted to the Co-ordinator by 1st May preceding the date of the Annual General Meeting and shall be included on the Agenda for the Annual General Meeting as required by Article 6.6 above. Any alterations or additions proposed in accordance with this Article shall require a Special Resolution;

7.16.4 When voting on the election of Officers at the Annual General meeting, any retiring Officer shall abstain from exercising his/her vote.

8. THE COMMITTEE

8.1 The Committee shall be drawn exclusively from the Ordinary members of the Charity;

8.2 No serving elected member of the Guernsey States of Deliberation or employee of the Environment Department (or successor Department being responsible for public transport), no serving elected member of a Douzaine, no director or employee of the Guernsey bus operator, and no one in the employ of BUG may serve on the Committee;

8.3 The Committee shall be responsible for the day to day administration and financial affairs of the Charity, and shall consist of the following:-

- a Co-ordinator;
- a Treasurer;
- a Membership Secretary;
- a fourth member representative

8.3.1 The above shall together constitute the voting members of the Committee and shall have one vote each in respect of all proceedings of the Committee;

8.3.2 The quorum necessary for the transaction of business of the Committee is 2 voting members;

- 8.3.3 The Committee may continue to act even if their number is reduced by death, retirement or otherwise. However, if their numbers are reduced to one, the continuing Committee Member shall only act for the purpose of re-establishing the quorum;
- 8.3.4 Each of the above posts shall be mutually exclusive;
- 8.3.5 No Committee Member shall obtain pecuniary advantage by virtue of their position in the Charity;
- 8.2 The offices of Co-ordinator, Treasurer and Membership Secretary shall be held for two years (and for such further time as is needed until the next succeeding Annual General Meeting) but on retirement as the occasion arises the incumbents shall be eligible for re-election;
- 8.3 The office of fourth membership representative shall be held for one year (and for such further time as is needed until the next succeeding Annual General Meeting) but on retirement as the occasion arises the incumbent shall be eligible for re-election;
- 8.4 The inaugural appointees to the offices of Co-ordinator and Membership Secretary shall automatically retire at the 2011 Annual General Meeting and the inaugural appointee to the office Treasurer shall automatically retire at the 2010 Annual General Meeting but on retirement the incumbents shall be eligible for re-election. There shall be no appointee to the post of fourth member representative before their election at the 2010 Annual General Meeting;
- 8.5 If at any time during the year a vacancy for an Officer occurs on the Committee, the Committee shall, if appropriate, elect a replacement in an acting capacity to serve until the next Annual General Meeting. Such person shall have all the powers including voting powers as if he had been appointed or elected Officer in the normal course;
- 8.6 Subject as provided above, the election of Officers shall take place in the following manner:-
 - 8.6.1 Election of the Officers shall be by nomination by any Voting Member provided that such nomination is seconded by another Voting Member and the email consent of the nominee to act if elected is obtained;
 - 8.6.2 Nominations for Officers must be submitted duly proposed and seconded to the Membership Secretary, by email, at least 21 days prior to the date fixed for the holding of the General Meeting at which the election is to be held;
- 8.7 So long as unallocated positive balances exist to match, Officers shall be paid all reasonable expenses properly incurred by them in attending and returning from committee meetings or in connection with the business of the Charity;

- 8.8 Should an Officer be disqualified (Article 9) whilst in office, a replacement may be elected by the Committee on the same terms as under Article 8.5 above. This replacement will stand down at the next Annual General Meeting of the Charity, but shall be eligible for re-election;
- 8.9 Control of the Charity is vested in its membership via general meetings. Subject thereto the affairs and property of the Charity shall be administered by the Committee, which shall have the authority to make and alter rules and bylaws for the smooth running of the Charity and its premises, the good conduct of Members inter se and the regulation of all other matters of the Charity generally. Without prejudice to the generality of the foregoing, the Committee may by such rules and bylaws regulate:
- 8.9.1 the admission and classification (or reclassification) of Members of the Charity, and the rights and privileges of such Members and the terms on which persons may apply for membership and on which Members may resign or have their membership terminated;
- 8.9.2 the appointment of Sub-Committees and Working Parties upon such terms as the Committee may decide;
- 8.9.3 the procedure at General Meetings and meetings of any Sub-Committees and Working Parties insofar as such procedure is not regulated by these Articles;
- 8.10 The Committee shall adopt such means as it deems necessary to bring to the notice of Members of the Charity all such rules and bylaws, which so long as they shall be in force, shall be binding on all Members of the Charity provided nevertheless that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles;
- 8.11 The Committee shall exercise all such powers and do such things as may be exercised or done by the Charity, save such as are by these Articles required to be exercised or done by the Charity in General Meeting;
- 8.12 The Committee may open and administer one or more bank accounts for the saving and disbursement of charitable funds;
- 8.13 The Committee shall not permit BUG to borrow money or spend money it does not have;
- 8.14 Without prejudice to the generality of the foregoing Article 8.11 the Committee may raise money through charitable donations and Corporate Membership subscriptions;
- 8.15 The Committee shall engage such employees as it may consider necessary and shall regulate their duties and fix their salaries and remuneration;

- 8.16 The Committee may appoint any number of Sub-Committees or Working Parties to exercise, subject to its directions, a general control over specified parts of the work or business of the Charity. Sub-Committees and Working Parties members shall receive all reasonable expenses, at the discretion of the Committee, properly incurred, by them;
- 8.17 Sub-Committees and Working Parties shall act in an advisory capacity to the Committee subject to the provisions of these Articles, unless a specific power or authority is given to a Sub-Committee or Working Party, for a specific occasion. All recommendations and decisions of Sub-Committees and Working Parties are subject to ratification by the Committee before they become Charity policy, decision, rule or bylaw;

8.18 Proceedings at Committee Meetings

- 8.18.1 The Committee shall meet not less than 3 times in every calendar year and at least once in every six-month period, except that shorter notice may be given in order to consider matters of an urgent nature. If a period of more than six months elapses between meetings, any 2 Officers may call an Extraordinary General Meeting to reconstitute or propose the winding up of the Charity as appropriate;
- 8.18.2 Additional meetings of the Committee shall be called at the discretion of the Co-ordinator, or by the Treasurer of the Charity upon receipt by him / her of a written request by not less than half of the members of the Committee;
- 8.18.3 All business at a meeting of the Committee shall be made by Resolution and each voting member of the Committee shall have one vote;
- 8.18.4 The Co-ordinator shall preside at all meetings of the Committee as chairman of the meeting, or in his absence the Treasurer. Should neither the Co-ordinator nor Treasurer be present then a chairman of the meeting shall be appointed from amongst those present. In any case the chairman shall have a second or casting vote;
- 8.18.5 At each meeting of the Committee a secretary shall be appointed who will record any decisions and circulate these within 21 days of the date of such meetings to all persons entitled to receive them;
- 8.18.6 A resolution in writing, signed by all the voting members for the time being of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held, and may consist of several documents in like forms signed by any one or more of the voting members of the Committee;

8.18.7 Past Minutes and Resolutions will be kept in pdf or similar locked electronic format by the Co-ordinator. There shall be no physical Minute Book.

9. DISQUALIFICATION OF OFFICERS

9.1 A Committee Member shall forthwith vacate his or her office if he or she:

9.1.1 becomes prohibited from becoming an Officer by reason of Article 8h.2; or

9.1.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

9.1.3 becomes incapable by reason of mental disorder, illness or injury of managing his or her property and affairs; or

9.1.4 resigns his or her membership of his or her office by written notice to the Charity; or

9.1.5 is directly or indirectly interested with any contract with the Charity and fails to declare the nature of his or her interest; or

9.1.6 is absent from more than two consecutive Committee meetings without explanation; or

9.1.7 is deemed, by Resolution of the Committee, carried by two thirds majority, to be guilty of conduct prejudicial to the good standing of the Charity or to the attainment of its objectives, or who has broken any rule(s) of the Charity, or whose conduct has brought the Charity into disrepute or who is judged to have been grossly negligent in the performance of his or her duties;

9.2 An Officer shall not vote in respect of any contract in which he or she is interested or any matter arising out of it, and, if he or she does vote, the vote shall not be counted.

10. NO SEAL

BUG shall not have a seal.

11. FINANCIAL

11.1 The financial year of the Charity shall run from 1st May to 30th April;

11.2 The Charity shall operate a sufficiently small budget to fall beneath such *de minimis* threshold of for submitting annual accounts as may be set from time to time by the Guernsey Tax office or its successor;

11.3 The Committee shall manage the day to day financial affairs of the Charity;

- 11.4 As also indicated in Article 8.13, the Charity shall neither borrow money nor spend money it does not have. Every purchase where payment is delayed until completion or billing shall be matched by an equal cash balance earmarked solely for that transaction;
- 11.5 Bank accounts shall be opened in the name of the Charity and all receipts of the Charity shall be paid therein; the initial bank account shall be with Lloyds TSB, St Peter Port, Guernsey;
- 11.6 Any two persons expressly nominated for this purpose by the Committee from time to time and signing together shall be the signatories for cheques drawn on the Charity's bank accounts. The initial two signatories shall be the Co-ordinator and the Treasurer.

12 NOTICES

- 12.1 A notice may be given by the Charity to any Member either personally, or by sending by email addressed to such Member at his or her email address or by posting it on the Charity's website or by advertising in the local press;
- 12.2 A notice, if served by email, shall be deemed to have been served on the day of mailing and in proving such service it shall be sufficient to prove that the email containing the notice was properly addressed.

13 ALTERATION OF CONSTITUTION

The Charity may not alter its Constitution (including this Article) except by Resolution of its Members at a General Meeting at which at least of 75% of those present and those voting by proxy vote in favour.

14. WINDING UP

- 14.1 The Charity may only be wound up by a Resolution passed at a General Meeting which has been called specifically for the purpose of winding up the Charity at which at least of 75% of those present and those voting by proxy vote in favour;
- 14.2 Upon the winding up of the Charity, an unaudited balance sheet shall be presented to the Charity at the General Meeting, with evidence of the current bank balance or balances and any other investments;
- 14.3 If in the event of a winding up and after all liabilities of the Charity have been met, there remain surplus assets they will be distributed in accordance with the wishes of the Members as decided by a Resolution of the Members passed at a General Meeting of the Charity called for that purpose, but subject thereto that such surplus assets shall be transferred either to another body with objects similar to the Charity's objects or to another body the objects of which are the promotion of charity or anything incidental or conducive thereto (whether or not the body is a Member of the Charity).

Signatures, Names and Addresses of Committee Members

Fergus Dunlop
Mont Saint Lodge
St Saviours
Guernsey
GY7 9XP

.....
Provisional Co-ordinator

Peter Le Vasseur
Coin des Arquets
Les Arquets
St Pierre du Bois
Guernsey
GY7 9HE

.....
Provisional Treasurer

Dated this 15th day of November, 2009

Witness to the above Signatures:

Name

Address

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