

**BEDFORD STREET ANGELS**  
**ADDITIONAL BYELAWS & RULES**

**A. MEMBERS**

1. Only an individual local church can be a member of the Charity.
2. Each member shall pay a subscription upon joining and a renewal subscription on 1 April of each year. A member joining after 1 April in any year shall pay a pro-rata amount of the annual subscription.
3. Should a member fail to renew its membership on or before 1 April in any year it shall cease to be a member.
4. Each member shall nominate a representative to act on its behalf. A nomination form to be issued by the Trustees must be completed upon joining and upon renewing membership. Any change of representative must be notified immediately in writing to the Charity. All communications between the member and the Charity shall be conducted with that representative.

**B. TRUSTEES**

1. The maximum number of Trustees shall be 9, subject to no existing Trustee being compelled to vacate office except in accordance with paragraphs 4 & 5 below.
2. If, after a trustee leaves office, there are 9 or more trustees remaining, such vacancy shall not be filled.
3. The Board may, at its discretion, fill any casual vacancy that may arise by appointing a Trustee to hold office until the end of the next Annual General Meeting.
4. Trustees shall be elected for a term of 3 years except that, in the case of those subscribed/elected in 2010 only, they shall retire by drawing lots, so that:
  - one-third of their number shall retire at the AGM to be held in 2013,
  - one-half of their remaining number shall retire at the AGM to be held in 2014, and
  - the remainder of them shall retire at the AGM to be held in 2015.
5. All retiring trustees may offer themselves for re-election, if they so wish, according to the Rules.
6. If a Trustee shall fail to attend 4 consecutive meetings of the Trustees without the prior permission of the remaining Trustees, he/she shall thereby cease to be Trustee.

**C. ELECTION OF TRUSTEES**

1. In the event of there being one or more vacancies for Trustees any member may nominate, on a form to be issued by the Trustees, one or more persons, not exceeding the number of vacancies, to fill them, according to the Rules. It shall not be a condition of their being nominated that such persons be connected with that, or any, member.
2. Persons nominated for election may, if they so wish, provide a personal statement of up to 100 words, to be circulated to members with the notice of nominations and election at the Annual General Meeting.
3. Every nomination shall be subjected to election at the next Annual General Meeting of Members, according to the Rules, and the candidate(s) receiving the greatest number(s) of votes cast shall be duly elected to serve from the conclusion of that meeting.
4. Each member shall be entitled to one vote for each vacancy, which shall be cast by its appointed representative, present in person or by proxy, and duly appointed on a form to be issued by the Trustees. (i.e. if there are 3 vacancies, each member shall be entitled to cast up to 3 votes)
5. Ballot papers shall be issued, and votes cast and counted at the meeting. The result shall be declared before the conclusion of the meeting and circulated to members within 7 days thereafter.
6. Two Trustees not standing for election at the meeting shall be appointed by the Trustees to act as scrutineers of the ballot.

**D. MEETINGS OF TRUSTEES**

1. The quorum for meetings of the Board of Trustees shall be equivalent to one third of the total number of trustees in office plus one.
2. The number of meetings of the Board of Trustees to be held shall be not less than 4 per annum.
3. The agenda, together with any supporting papers, for meetings of the Board of Trustees shall be circulated not less than 7 clear days before the date of each meeting.
4. The draft minutes of meetings of the Board of Trustees shall be circulated by not later than 14 days after the date of each meeting.

**E. COMMITTEES**

1. The Trustees may appoint one or more committees which may consist of Trustees and other such persons as the Trustees may think fit for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee.
2. A majority of the members of any such committee shall be Trustees and a minimum of 2 Trustees shall attend each meeting of any committee.
3. All acts and proceedings of any such committee shall be fully and promptly reported to the trustees.
4. Any such committee shall conform to any regulations that may be imposed upon it by the Trustees.
5. Any such committee shall not incur any expenditure other than in accordance with specific prior approval of the Trustees.

## F. TERMS OF REFERENCE OF STANDING COMMITTEES

1. Management Committee:
  - To seek to provide 2 teams of 3 BSA volunteers each Saturday night from 10pm to 3am.
  - To ensure that BSA volunteers are CRB checked, given training, mentor support and supplies, and are encouraged to volunteer regularly.
  - To establish a prayer base to support the work.
2. Governance Committee:
  - To make recommendations to the Trustees for any Byelaws or Rules for the better management of the Charity.
3. Finance & Personnel Committee:
  - To make recommendations to the Trustees to ensure that there is adequate finance available to fund the project at any time.
  - To manage the finances of the Charity in accordance with applicable legislation and regulations.
  - To recruit and manage any suitable personnel employed by the Charity.
4. Publicity Committee:
  - To recruit churches as members of the Charity.
  - To encourage churches to support the Charity, by provision of volunteers, finance and other assistance.
  - To recruit suitable Christians as Street Angel volunteers, for patrol and other duties, as appropriate.
  - To recruit Christians to support the Charity in prayer.

## G. GENERAL MEETINGS

1. Calling of general meetings
  - a. The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
  - b. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
  - c. The Trustees may call a general meeting at any time. At least 10% of the members entitled to attend and vote may, by a written request stating the business to be done or resolution(s) to be proposed, require the Trustees to call a general meeting.
2. Notice of general meetings
  - a. The minimum periods of notice required to hold a general meeting of the Charity are:
    - i. 21 clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
    - ii. 14 clear days for all other general meetings.
  - b. A general meeting may be called by shorter notice if it is so agreed by not less than 90% of the members entitled to attend and vote.
  - c. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the Companies Act 2006.
  - d. The notice must be given to all the members and to the Trustees and independent examiner.
  - e. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.
3. Proceedings at general meetings
  - a. No business shall be transacted at any general meeting unless a quorum is present. Only nominated representatives of members shall be counted in the quorum. Such nominated representatives shall be the persons last notified in writing to the Charity.
  - b. A quorum is:
    - i. 5 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
    - ii. one tenth of the total membership at the time, whichever is the greater.
  - c. If no quorum is present at an adjourned 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.
4. Voting at general meetings
  - a. Each member shall be entitled to one vote exercisable by its nominated representative, present in person or by proxy. Such nominated representative shall be the person last notified in writing to the Charity.
  - b. If the numbers of votes for and against a proposed resolution are equal, the chairman of the meeting shall not have a casting vote and such resolution shall therefore not be passed.